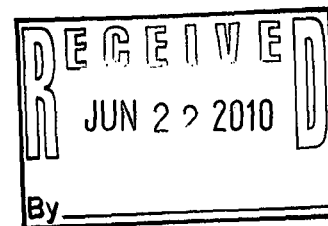


IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE



In re:

) Chapter 11

Grand Prairie Property Liquidating, Inc.,  
a Delaware corporation,<sup>1</sup>

) Case No. 08-11578 (MFW)

Debtor.

) Re: Docket No. 582

**SUPPLEMENT TO FINAL APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR THE PERIOD FROM MARCH 13, 2010 THROUGH MAY 21, 2010**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”), and the Court’s “Administrative Order Under 11 U.S.C. U.S.C. §§105(A) and 331 Establishing Procedures for Interim Compensation and Expense Reimbursement of Professionals and Committee Members (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), Co-Counsel to the Official Committee of Unsecured Creditors (“Committee”), hereby submits this Supplement to Final Application for Compensation and for Reimbursement of Expenses for the Period through May 21, 2010 (the “Supplement”).

On or about June 10, 2010, PSZ&J filed and served its Final Fee Application [Docket No. 582]. The Final Fee Application included fees and expenses for the time period March 13, 2010 through May 21, 2010. In the Final Fee Application, PSZ&J reserved the right

<sup>1</sup> The Debtor was formerly known as Delfasco, Inc.



897095

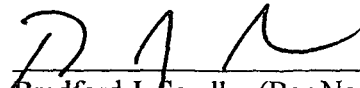
to file supplemental fee application(s) to include additional fees and expenses not included in previous monthly fee application or the Final Fee Application:<sup>2</sup>

By this Supplement, PSZ&J seeks to incorporate into the Final Fee Application the additional fees and expenses listed on Exhibit A. Exhibit A contains additional fees in the amount of \$1,588.00 and additional expenses in the amount of \$3.00 through May 21, 2010.

WHEREFORE, PSZ&J respectfully requests that supplemental fees in the amount of \$1,588.00 and supplemental expenses in the amount of \$3.00 be included in the pending Final Fee Application, that a final allowance be made to PSZ&J for all compensation and expenses previously awarded or to be awarded to PSZ&J in this case, in the amount of \$18,628.50 for fees and \$172.72 for expenses, for a total final allowance of \$18,801.22, that PSZ&J be authorized to file an additional supplemental fee application(s) or supplement to the Final Fee Application at or before the hearing on the Final Fee Application setting forth any fees and costs not included in the Final Fee Application as supplemented by this Supplement, and for such other and further relief as this Court deems proper.

Dated: June 18, 2010

PACHULSKI STANG ZIEHL & JONES LLP

  
Bradford J. Sandler (Bar No. 4142)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Email: [bsandler@pszjlaw.com](mailto:bsandler@pszjlaw.com)

Co-counsel to the Official Committee of Unsecured Creditors

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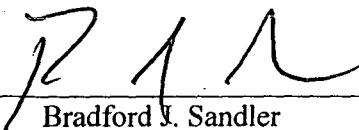
<sup>2</sup> PSZ&J continues to respectfully reserve the right to file an additional supplemental fee application(s) if PSZ&J has fees and expenses incurred not yet included in the Final Fee Application as supplemented by this Supplement.

**VERIFICATION**

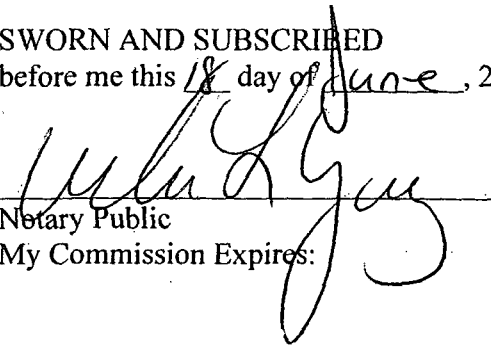
STATE OF DELAWARE :  
:  
COUNTY OF NEW CASTLE :

Bradford J. Sandler, after being duly sworn according to law, deposes and says:

- a) I am a partner of the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.
- b) I am familiar with the work performed on behalf of the Committee by the lawyers and paraprofessionals of PSZ&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about October 20, 2008, and submit that the Application substantially complies with such Rule and Order.

  
Bradford J. Sandler

SWORN AND SUBSCRIBED  
before me this 18 day of June, 2010.

  
Notary Public  
My Commission Expires:

DEBRA L. YOUNG  
NOTARY PUBLIC  
STATE OF DELAWARE  
My commission expires July 18, 2011

# **EXHIBIT A**



# PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard  
11th Floor  
Los Angeles, CA 90067

May 21, 2010

Invoice Number **89648**      **18034 00001**      **BJS**

BJS

Balance forward as of last invoice, dated: May 21, 2010

\$17,210.22

Net balance forward

\$17,210.22

Re: Delfasco Inc.

## Statement of Professional Services Rendered Through

**05/21/2010**

			Hours	Rate	Amount
<b>Bankruptcy Litigation [L430]</b>					
05/07/10	BJS	Review Cert of No Obj. regarding docket number 544 and discussed with Lynzy Oberholzer	0.10	650.00	\$65.00
05/11/10	BJS	Review CNO re: DI 547 and discussion with Lynzy Oberholzer re: same.	0.10	650.00	\$65.00
05/11/10	BJS	Various emails with Lynzy Oberholzer re: effective date, NHB fee application.	0.20	650.00	\$130.00
05/12/10	BJS	Review CNO re DI 555 and discussed with Lynzy Oberholzer;	0.10	650.00	\$65.00
05/12/10	BJS	Review CNO re: DI 548 and 562 and discuss with Lynzy Oberholzer;	0.10	650.00	\$65.00
05/13/10	BJS	Review Agenda and discuss with Lynzy Oberholzer;	0.20	650.00	\$130.00
05/14/10	MLO	Research and retrieve 5/17 hearing agenda	0.10	220.00	\$22.00
05/21/10	BJS	Review CNO regarding Docket No. 556	0.10	650.00	\$65.00
<b>Task Code Total</b>			<u>1.00</u>		<u>\$607.00</u>
<b>Case Administration [B110]</b>					
05/10/10	MLO	Make updates to service list	0.10	220.00	\$22.00
05/10/10	MLO	Correspond with claims agent regarding 2002 service list	0.10	220.00	\$22.00
<b>Task Code Total</b>			<u>0.20</u>		<u>\$44.00</u>
<b>Claims Admin/Objections[B310]</b>					
05/14/10	BJS	Telephone call with J. Farrah re: claims reconciliation;	0.40	650.00	\$260.00

05/20/10	BJS	Various emails with J. Farrah regarding COC	0.30	650.00	\$195.00
<b>Task Code Total</b>			<u>0.70</u>		<u>\$455.00</u>

**Comp. of Prof./Others**

05/10/10	MLO	Draft and coordinate filing of certification of no objection regarding February 2010 monthly fee application of NHB Advisors (.2); prepare and coordinate service of same (.2)	0.40	220.00	\$88.00
05/11/10	MLO	Research final fee application due date and correspond with B. Sandler re: same	0.10	220.00	\$22.00
05/12/10	MLO	Draft and coordinate filing of certification of no objection regarding March 2010 monthly fee application of NHB Advisors (.2); prepare and coordinate service of same (.2)	0.40	220.00	\$88.00
05/12/10	MLO	Draft and coordinate filing of certification of no objection regarding final fee application of NHB Advisors (.2); coordinate service of same (.1)	0.30	220.00	\$66.00
05/16/10	BJS	Various emails with T. Gavin re: final fee applications;	0.20	650.00	\$130.00
05/17/10	MLO	Research final fee application hearing date	0.10	220.00	\$22.00
05/21/10	MLO	Draft certificate of no objection for March 2010 monthly fee application of Kelley Drye (.2); prepare service of same (.1)	0.30	220.00	\$66.00
<b>Task Code Total</b>			<u>1.80</u>		<u>\$482.00</u>

**Total professional services:**

3.70

**\$1,588.00****Costs Advanced:**

05/10/2010	RE	(CORR 14 @0.10 PER PG)			\$1.40
05/12/2010	RE	(CORR 16 @0.10 PER PG)			\$1.60

**Total Expenses:****\$3.00****Summary:**

Total professional services	\$1,588.00
Total expenses	<u>\$3.00</u>
<b>Net current charges</b>	<b>\$1,591.00</b>
Net balance forward	\$17,210.22
<b>Total balance now due</b>	<b>\$18,801.22</b>

BJS	Sandler, Bradford J.	1.80	650.00	\$1,170.00
MLO	Oberholzer, Margaret L.	1.90	220.00	\$418.00

Invoice number 89648

18034 00001

Page 3

3.70

\$1,588.00

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**Task Code Summary**

		<b>Hours</b>	<b>Amount</b>
BL	Bankruptcy Litigation [L430]	1.00	\$607.00
CA	Case Administration [B110]	0.20	\$44.00
CO	Claims Admin/Objections[B310]	0.70	\$455.00
CPO	Comp. of Prof./Others	1.80	\$482.00
		<hr/> 3.70	<hr/> \$1,588.00

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**Expense Code Summary**

Reproduction Expense [E101]

\$3.00

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\$3.00

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

_____	)	
In re:	)	Chapter 11
	)	
Grand Prairie Property Liquidating, Inc.,	)	Case No. 08-11578 (MFW)
a Delaware corporation, <sup>1</sup>	)	
	)	
Debtor.	)	

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, hereby certify that on the 18<sup>th</sup> day of June, 2010, I caused a true and correct copy of the following document to be served upon the parties on the attached service lists in the manner indicated thereon:

**Supplement to Final Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel to the Official Committee of Unsecured Creditors, for the Period from March 13, 2010 through May 21, 2010; Exhibit A.**

/s/ Bradford J. Sandler  
Bradford J. Sandler (Bar No. 4142)

<sup>1</sup> The Debtor was formerly known as Delfasco, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	
Grand Prairie Property Liquidating, Inc.,	)	Case No. 08-11578 (MFW)
a Delaware corporation, <sup>1</sup>	)	
	)	Response Deadline: July 8, 2010, at 4:00 p.m.
Debtor.	)	Hearing Date: Only if Objection(s) are filed

**NOTICE OF APPLICATION**

**TO: The Debtor, Office of the United States Trustee and Notice Parties**

Kelley Drye & Warren LLP has filed its **Final Fee Application for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from November 18, 2008, through May 21, 2010** (the "Application"), requesting compensation in the amount of \$684,269.50 and reimbursement of expenses in the amount of \$14,968.01.

You are required to file a response, if any, to the Application with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, DE 19801 on or before **July 8, 2010, at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of any response upon:

Bradford J. Sandler, Esquire Pachulski Stang Ziehl & Jones LLP 919 North Market Street 17 <sup>th</sup> Floor Wilmington, DE 19899	Eric R. Wilson, Esquire Kelley Drye & Warren LLP 101 Park Avenue New York, NY 10178
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<sup>1</sup> The Debtor was formerly known as Delfasco, Inc.

A HEARING ON THIS MATTER WILL BE HELD ON A DATE TO BE DETERMINED BY THE COURT, ONLY IF OBJECTIONS ARE FILED BY **JULY 8, 2010, AT 4:00 P.M. (ET)**. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE DEBTOR IS AUTHORIZED TO IMMEDIATELY PAY 100% OF THE COMPENSATION AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 18, 2010  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**



Bradford J. Sandler (No. 4142)  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899  
Tel: (302) 778-6424  
Fax: (302) 652-4400

and

**KELLEY DRYE & WARREN LLP**

Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
Grand Prairie Property Liquidating, Inc., a Delaware corporation, <sup>1</sup>	)	Case No. 08-11578 (MFW)
Debtor.	)	Response Deadline: July 8, 2010, at 4:00 p.m. Hearing Date: Only if Objection(s) are filed

**FINAL FEE APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM NOVEMBER 18, 2008, THROUGH MAY 21, 2010**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	November 18, 2008, through May 21, 2010 <sup>2</sup>
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$684,269.50 <sup>3</sup>
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$14,759.20

<sup>1</sup> The Debtor was formerly known as Delfasco, Inc.

<sup>2</sup> The applicant reserves the right to include any time expended (a) in the time period indicated above in future application(s) if it not included herein, and (b) responding to any objections to this Application and attending the hearing.

<sup>3</sup> This amount includes and \$6,820.50 incurred in preparing the monthly fee statements for April and May and this Application during the month of June.

This is Kelley Drye & Warren LLP's final fee application in this case.

The total time expended for this fee application preparation is approximately 14.8 hours and the corresponding compensation requested is approximately \$6,820.50.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Allowed	
		Fees	Expenses	Fees	Expenses
11/04/08	8/1/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/1/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/1/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/1/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$23,851.00	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$21,296.50	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$24,048.00	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$23,327.50	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$13,121.50	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$18,879.50	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$83,193.50	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$12,324.00	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$7,661.00	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$14,390.50	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$35,463.00	\$138.89
12/28/09	11/1/09 - 11/30/09	\$17,930.00	\$250.12	\$17,930.00	\$250.12
1/25/10	12/1/10 - 12/31/10	\$28,282.50	\$79.92	\$22,626.00	\$79.92
2/25/10	1/1/10 - 1/31/10	\$25,625.00	\$179.29	\$20,500.00	\$179.29
3/25/10	2/1/10 - 2/28/10	\$46,527.00	\$447.13	\$37,221.60	\$447.13
4/26/10	3/1/10 - 3/31/10	\$34,362.00	\$886.59	\$27,489.60	\$886.59
6/17/10	4/1/10 - 4/30/10	\$23,794.50	\$140.65	pending	pending
6/17/10	5/1/10 - 5/21/10	\$13,389.50	\$38.72	pending	pending
<b>TOTALS</b>	<b>8/1/08 - 5/21/10</b>	<b>\$677,449.00</b>	<b>\$15,113.38</b>	<b>\$613,305.70</b>	<b>\$14,579.83</b>



### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Merrill R. Stone, Esquire	1976	Partner since 1985.	\$770	2.7	\$2,079
John L. Wittenborn, Esquire	1974	Partner since 1987.	\$535 <sup>3</sup>	3.8	\$2,033
			\$550 <sup>4</sup>	.9	\$495
Patricia M. Lee, Esquire	1984	Partner since 1998.	\$600	8.3	\$4,980
James C. Carr, Esquire	1987	Partner since 1998.	\$585	.8	\$468
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$525 <sup>4</sup>	240.1	\$126,052.50
			\$565 <sup>5</sup>	263.8	\$149,047
			\$585 <sup>6</sup>	116.8	\$68,328
Steven L. Humphreys, Esquire	1991	Special Counsel since 2000.	\$545	.8	\$436
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$480 <sup>4</sup>	98.8	\$47,424
			\$495 <sup>5</sup>	3.1	\$1,534.50
Eric Waeckerlin, Esquire	2007	Associate since 2006.	\$350	13.3	\$4,655
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355 <sup>4</sup>	47	\$16,685
			\$410 <sup>5</sup>	57.8	\$23,698
Gilbert R. Saydah, Jr., Esquire	2000	Associate since 2008.	\$395 <sup>3</sup>	39.4	\$15,563
			\$440 <sup>4</sup>	14.9	\$6,556
Jason E. Adams, Esquire	2001	Associate since 2008	\$395	17.5	\$6,912.50
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$340 <sup>3</sup>	226.8	\$77,112
			\$360 <sup>4</sup>	37.5	\$13,500
Kristin S. Elliott, Esquire	2004	Associate since 2009.	\$440 <sup>4</sup>	81.2	\$35,728
			\$485 <sup>5</sup>	88.2	\$42,777
Jennifer D. Raviele, Esquire	2009	Associate since 2008.	\$340	.6	\$204
James E. Farrah, Esquire	2009	Associate since 2008.	\$295 <sup>4</sup>	81.9	\$24,160.50
			\$340 <sup>5</sup>	38	\$12,920
Marie Vicinanza	N/A	Legal Assistant since 2001.	\$215	3.7	\$795.50
Peter Kosiek	N/A	Legal Assistant since	\$180	.7	\$126

<sup>4</sup> Billable rate as of January 1, 2008

<sup>5</sup> Billable rate as of January 1, 2009

<sup>6</sup> Billable rate as of January 1, 2010

		2009.			
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TOTAL HOURS BILLED: 1,488.4

TOTAL COMPENSATION: \$684,269.50

BLENDED RATE: \$459.73

#### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Asset Disposition	157.50	\$70,448.50
General Case Administration	159.2	\$69,609
Retention	67.4	\$28,427
Financing/Cash Collateral	107.9	\$49,923.50
Fee Matters	235.9	\$96,493.00
Disclosure Statement and Plan of Reorganization	358	\$182,707.50
Claims	109.5	\$48,248
Executory Contracts	.9	\$388
Environmental Matters	270.4	\$129,922.50
Avoidance Actions	21.7	\$8,102.50
<b>Total</b>	<b>1,488.4</b>	<b>\$684,269.50</b>

#### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 11/18/08 – 5/21/10
Long Distance Telephone		\$1,863.91
Online Research	Lexis/Westlaw	\$8,028.81
Books		\$10.00
Duplication		\$1,426.52
Courier		\$354.88
Car Service		\$206.98
Pacer		\$639.92
Outside Printing		\$32.40
Travel		\$1,693.70
Meals		\$326.18
Postage		\$1.03
Transcription		\$398.75
Facsimile		\$40
Binding		\$90.30
<b>Total</b>		<b>\$15,113.38</b>

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	
Grand Prairie Property Liquidating, Inc.,	)	Case No. 08-11578 (MFW)
a Delaware corporation, <sup>7</sup>	)	
	)	Response Deadline: July 8, 2010, at 4:00 p.m.
Debtor.	)	Hearing Date: Only if Objection(s) are filed

**FINAL FEE APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 11, 2008 THROUGH MAY 21, 2010**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its final application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from November 11, 2008, through May 21, 2010 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin

Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

3. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

4. On or about On or about October 20, 2008, the Court signed the Interim Compensation Order, authorizing certain professionals ("Professionals") to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein.

5. The Interim Compensation Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty (20) days after service of the monthly fee application the Debtor is authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. At four-month intervals, or such other intervals convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

6. The Debtor's plan of reorganization became effective on May 21, 2010.

#### **HISTORY OF APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF**

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<sup>7</sup> The Debtor was formerly known as Delfasco, Inc.

## **EXPENSES**

7. Prior to filing this Application, monthly fee applications (“Monthly Fee Applications”) for the time period August 1, 2008, through May 21, 2010, had been filed with the Court by Kelley Drye. To date, after the required holdback of 20% of the fees requested, the Court has approved payment of \$554,208.50 in fees and reimbursement of \$14,579.83 in expenses on account of the Monthly Fee Applications. All services for which Kelley Drye requests compensation were performed for or on behalf of the Committee. Attached hereto as **Exhibits A** through **V** are copies of Monthly Fee Applications.

8. On January 14, 2009, Kelley Drye filed its First Interim Fee Application seeking interim allowance of fees in the amount of \$209,982.50, which included the 20% previously held back from each of Kelley Drye’s prior monthly fee applications for the period of August 11, 2008, through November 30, 2008 (the “First Interim Compensation Period”). Attached hereto as **Exhibit W** is a copy of the First Interim Fee Application. Kelley Drye also sought reimbursement of any expenses totaling \$2,080.57 incurred during the First Interim Compensation Period that had not previously been paid. To date, the Court has approved payment of \$209,982.50 in fees and \$1,735.06 in expenses incurred during the First Interim Compensation Period. Attached as **Exhibit X** is the copy of the Order granting the First Interim Fee Application.

9. On May 15, 2009, Kelley Drye filed its Second Interim Fee Application seeking interim allowance of fees in the amount of \$92,523.00, which included the 20% previously held back from each of Kelley Drye’s prior monthly fee application for the period of December 1, 2008, through March 31, 2009 (the “Second Interim Compensation Period”). Attached hereto as **Exhibit Y** is a copy of the Second Interim Fee Application. Kelley Drye also sought reimbursement of any expenses totaling \$2,674.78 incurred during the Second Interim

Compensation Period that had not previously been paid. To date, the Court has approved payment of \$92,523.00 in fees and \$2,674.78 in expenses incurred during the Second Interim Compensation Period. Attached hereto as **Exhibit Z** is a copy of the Order granting the Second Interim Fee Application.

10. On September 14, 2009, Kelley Drye filed its Third Interim Fee Application seeking interim allowance of fees in the amount of \$127,518.50, which included the 20% holdback from each of Kelley Drye's prior monthly fee application for the period of April 1, 2009, through July 31, 2009 (the "Third Interim Compensation Period"). Attached hereto as **Exhibit AA** is a copy of the Third Interim Fee Application. Kelley Drye also sought reimbursement of any expenses totaling \$6,051.67 incurred during the Third Interim Compensation Period that had not previously been paid. To date, the Court has approved the payment of \$127,518.50 in fees and \$7,633.25 in expenses incurred during the Third Interim Compensation Period.<sup>8</sup> Attached hereto as **Exhibit BB** is a copy of the Order granting the Third Interim Fee Application.

11. On January 13, 2010, Kelley Drye filed its Fourth Interim Fee Application seeking interim allowance of fees in the amount of \$75,444.50, which included the 20% holdback from each of Kelley Drye's prior monthly fee application for the period of August 1, 2009, through November 30, 2009 (the "Fourth Interim Compensation Period"). Attached hereto as **Exhibit CC** is a copy of the Fourth Interim Fee Application. Kelley Drye also sought reimbursement of any expenses totaling \$944.06 incurred during the Fourth Interim Compensation Period that had not previously been paid. To date, the Court has not yet approved the payment of \$75,444.50 in fees and \$944.06 in expenses incurred during the Fourth Interim Compensation Period.

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<sup>8</sup> The additional expenses were inadvertently omitted by Applicant but were subsequently approved by the Court at a hearing on November 24, 2009.

### **REQUESTED RELIEF**

12. By this Application, Kelley Drye requests that the Court approve the final allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Kelley Drye during the Application Period. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications attached hereto. To the extent that Kelley Drye has incurred fees in addition to the foregoing, it reserves the right, and respectfully requests that the Court authorize Applicant, to file a supplemental fee application by following the Interim Compensation Order.

13. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

14. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

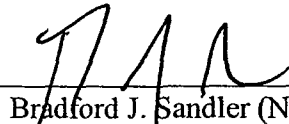
15. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

**WHEREFORE**, Applicant respectfully requests final allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$684,269.50 and reimbursement of actual and necessary expenses incurred in the sum of \$14,759.20 for the period from November 11, 2008, through May 21, 2010, which includes the sum of \$6,820.50 incurred in connection with the preparation of the monthly fee applications for April and May and this final fee application which fees were incurred in June, and such other relief as this Court deems just and proper.

Dated: June 18, 2010  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**



Bradford J. Sandler (No. 4142)  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899  
Tel: (302) 778-6424  
Fax: (302) 652-4400

and

**KELLEY DRYE & WARREN LLP**

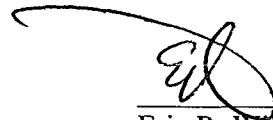
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897  
*Counsel to the Official Committee of  
Unsecured Creditors*



**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on June 18, 2010.

A handwritten signature in black ink, appearing to be 'ERW', is written over a horizontal line.

Eric R. Wilson

## **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: November 25, 2008 at 4:00 p.m. (ET)
	)	

**FIRST MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AS PROPOSED  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM AUGUST 11, 2008 THROUGH AUGUST 31, 2008**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Pending <sup>1</sup>
Period for which Compensation and Reimbursement of Expenses is Sought	August 11, 2008 through August 31, 2008
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$47,625.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$0.00

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's first monthly fee application in this case.

<sup>1</sup> Consideration of Kelley Drye's retention application, filed on September 25, 2008, has been adjourned to November 18, 2008 to address the objection of the Office of the United States Trustee.

### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Merrill R. Stone, Esquire	1976	Partner since 1985.	\$770.00	2.7	\$2,079.00
James S. Carr, Esquire	1987	Partner since 1998.	\$585.00	0.8	\$468.00
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$525.00	53.4	\$28,035.00
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$340.00	48.8	\$16,592.00
Marie Vicinanza, Legal Assistant	N/A	Legal Assistant since 2001.	\$215.00	2.1	\$451.50

**TOTAL HOURS BILLED:** 107.8

**TOTAL COMPENSATION:** \$47,625.50

**BLENDED RATE:** \$441.79

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	31.9	\$13,987.50
Retention Matters	14.2	\$6,030.50
Financing and Cash Collateral	57.9	\$25,686.50
Claims	3.8	\$1,921.00
<b>Totals</b>	<b>107.8</b>	<b>\$47,625.50</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: November 20, 2008 at 4:00 p.m.
	)	(ET)

**FIRST MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AS PROPOSED  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM AUGUST 11, 2008 THROUGH AUGUST 31, 2008**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its First Monthly Application for Compensation for Services Rendered as Proposed Counsel to the Official Committee of Unsecured Creditors for the Period from August 11, 2008 through August 31, 2008 (the "Application Period") for professional legal services rendered as proposed counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On September 25, 2008, the Committee filed its application, pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, for authority to retain and employ Kelley Drye [D.I. 92] (the “Retention Application”). The Retention Application is scheduled to be heard on November 18, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor’s estate, including debtor-in-possession financing pleadings and documents, loan documents, and motions for the payment and allowance of administrative expenses;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor’s estate in this case; and
- (c) providing legal advice regarding the Committee’s powers and duties with respect to the management of property of the Debtor’s estate.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys and paraprofessionals that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

**General Case Administration** - (Fees: \$13,987.50 – Total Hours: 31.9)

This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, Committee teleconferences, and Committee expense reimbursement. This category also includes time spent updating dockets, calendars and files.

**Retention Matters** - (Fees: \$6,030.50 – Total Hours: 14.2)

This category represents time spent preparing and coordinating applications for employment for Applicant and the Committee's financial advisors.

**Financing and Cash Collateral** - (Fees: \$25,686.50 – Total Hours: 57.9)

This category represents time spent on financing matters, including use of cash collateral and DIP financing.

**Claims** – (Fees: \$1,921.00 – Total Hours: 3.8)

This category represents time spent on all claims matters including review of claims and potential or filed objections thereto.

### **VALUATION OF SERVICES**

7. Attorneys and paraprofessionals of Kelley Drye have billed a total of 107.8 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

8. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$47,625.50.

9. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

10. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

11. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

12. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

13. The fees billed for this Application Period total \$47,625.50. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$38,100.40.



WHEREFORE, upon entry of an order authorizing Kelley Drye's retention, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$38,100.40 for the period from August 11, 2008 through August 31, 2008, and such other relief as this Court deems just and proper.

Dated: October 30, 2008  
Wilmington, Delaware

**KELLEY DRYE & WARREN LLP**

/s/ Eric R. Wilson

Eric R. Wilson, Esquire

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

*Proposed Counsel to the Official Committee of  
Unsecured Creditors*

**AFFIDAVIT**

STATE OF NEW YORK                   :  
   :  
COUNTY OF NEW YORK            :


ss

ERIC R. WILSON, ESQUIRE, being duly sworn according to law, deposes and says that he is a partner in the law firm of Kelley Drye & Warren LLP, proposed attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., and that he is authorized to make this Affidavit on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of his information, knowledge and belief; that he has reviewed the Local Bankruptcy Rules, and submits that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.



Eric R. Wilson, Esquire

Sworn to and subscribed before  
me this 3<sup>rd</sup> day of November 2008.

  
Notary Public

KARYN E. FULTON  
Notary Public, State of New York  
No. 02FU6018998  
Qualified in New York County  
Commission Expires June 11, 2011

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 18, 2008  
Invoice No. 2330968

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$13,987.50
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$13,987.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
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Delfasco Corporation Creditors' Committee

September 18, 2008  
Invoice No. 2330968Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
08/11/08	Retrieval of pleadings for E. Wilson.	M V	0.40
08/11/08	Review petition (.3); case docket (.2) and declaration of P. Kadlecek (.8) regarding case background; briefly review other "first day" pleadings (.6); conduct first committee meeting (1.0); telephone call with S. Yoder confirming committee representation (.3); strategy conference with J. Carr regarding manner of proceeding regarding committee regarding presentation (.2); emails with local counsel regarding case (.2).	ERW	3.60
08/12/08	Telephone call with B. Sandler regarding status of case and manner of proceeding (.3); draft committee bylaws (.4).	ERW	0.70
08/13/08	Confer with H. Allen regarding review of docket and first day proceedings (.2); review and execute pro-hac application (.2); prepare for call and call with S. Yoder (debtor's counsel) regarding status of case and manner of proceeding (.8).	ERW	1.20
08/13/08	Prepare and file notice of appearance (.5); prepare pro hac application (.3); set up email notifications (.2); email correspondence to B. Sandler regarding filing of pro hac (.2).	M V	1.20
08/13/08	Office conference with E. Wilson regarding strategy (.2); review docket (.5); draft committee member expense report (.3); review correspondence from E. Wilson regarding committee member responsibilities (.2); review	HA	1.40

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

September 18, 2008

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Date	Description	Att	Hours
08/14/08	correspondence from J. Rita regarding committee contact list (.2). Draft bylaws (.2); confer with H. Allen regarding preparation for first committee meeting (.2); review and comment on proposed confidentiality motion (.3); and order (.1).	ERW	0.80
08/14/08	Office conference with E. Wilson regarding case status (.3); review notice of 341a meeting of creditors and add to general dates memorandum (.3).	HA	0.60
08/15/08	Review H. Allen's summary of first-day pleadings for potential opposition (.8); confer with H. Allen regarding preparation for committee call (.3); prepare agenda (.3); emails with local counsel regarding committee call (.3); email to committee regarding materials for discussion during Monday's call (.3); update outline of issues for committee (.5).	ERW	2.50
08/15/08	Confer with E. Wilson regarding agenda for committee call (.2); office conference with E. Wilson regarding case administration (.4); draft correspondence to committee regarding committee teleconference and administrative issues (.3); confer with E. Wilson regarding committee teleconference on 8/18/08 (.2); review DIP objections with issues similar to Debtors' DIP and committee's issues (.8).	HA	1.90
08/17/08	Review motion to pay warehouse men regarding cap amount (.3); review motions in preparation for 8/18/08 Committee teleconference (.4).	HA	0.70
08/18/08	Prepare for call and call with committee (.8); emails with C. Kmentt regarding committee meeting (.2); review notes	ERW	1.20

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Matter 0001

September 18, 2008

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Date	Description	Att	Hours
08/18/08	regarding summary of committee call (.2). Participate in committee teleconference (.5); call with B. Sandler regarding committee issues (.2); review documents in preparation for committee call (.3); update contact list (.2).	HA	1.20
08/19/08	Telephone call and emails with J. Doseck of Ryerson regarding committee participation (.2); confer regarding open issues, task list and DIP objection (.3); prepare agenda for next call (.2); telephone calls and emails with J. Doseck of Ryerson regarding election to committee (.6); review Ryerson committee questionnaire (.2).	ERW	1.50
08/19/08	Search for pleadings for H. Allen.	M V	0.50
08/19/08	Review docket regarding first day pleadings (.4); review local rules regarding appeal of final order (.5).	HA	0.90
08/20/08	Read transcript of first-day hearing (.9); status email to committee (.2); telephone call and email to J. McMahon (UST) regarding Ryerson committee substitution (.2).	ERW	1.30
08/21/08	Emails with C. Kmentt regarding rescheduling committee meeting (.2); confer with H. Allen regarding agenda for committee meeting (.2).	ERW	0.40
08/21/08	Confer with E. Wilson regarding agenda for 8/25 committee meeting (2); teleconference with E. Wilson regarding case status (.4).	HA	0.60
08/22/08	Emails with J. McMahon (UST) regarding substitution of committee member.	ERW	0.20
08/22/08	Draft correspondence to Committee re: Committee teleconference and interviews of financial advisors	HA	0.20
08/25/08	Review docket for status (.2); prepare for call and call with	ERW	1.40

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

September 18, 2008

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Date	Description	Att	Hours
	committee, interview financial advisors (1.1); review agenda for omnibus hearing (.1).		
08/25/08	Revise bylaws and contact list (.3); draft email to Committee regarding same (.2); participate in Committee call (.9); prepare for committee call (.2).	HA	1.60
08/26/08	Emails with S. Yoder regarding manner of proceeding regarding omnibus hearing (.2); emails with local counsel regarding case status and hearing coverage (.4); email to Committee regarding revised bylaws, pitch materials and contacts (.2); review final revised bylaws (.2); email from Sherwin regarding resignation (.1); final review and comment on committee confidentiality motion (.5).	ERW	1.60
08/26/08	Update committee contact list.	HA	0.20
08/27/08	Review docket and update critical dates (.6).	HA	0.60
08/27/08	Emails with C. Kmentt and B. Platt regarding bylaws (.2); emails with committee regarding rescheduling committee call (.2); prepare task list preparatory to meeting with H. Allen (.5).	ERW	0.90
08/28/08	Confer with Eric Wilson regarding 1102 motion (.2); review correspondence from E. Wilson regarding case administration and open tasks (.3).	HA	0.50
08/28/08	Prepare agenda for committee meeting (.2); email to J. McMahon regarding election of Ryerson to committee (.2); emails to H. Allen regarding agenda, critical dates and action items (.3).	ERW	0.70
08/29/08	Confer with M. Hollander regarding Committee distribution list (.1); confer with E. Wilson regarding agenda for 9/2/08 meeting (.2); teleconference with T. Brown-Edwards	HA	1.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
September 18, 2008  
Page 5

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Date	Description	Att	Hours
	regarding schedules (.1); revise agenda for 9/2/08 meeting (.2); drafts correspondence to Committee regarding 9/2/08 meeting (.2); teleconference with E. Wilson regarding case status and open issues (.2).		
08/29/08	Review critical dates list (.2); confer with H. Allen regarding open issues (.2).	ERW	0.40
Total Services for this Matter:			13,987.50
Total this Invoice			\$13,987.50



**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

September 18, 2008

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Attorney	Att	Hours	Amount
Vicinanza, Marie	M V	2.10	\$451.50
Wilson, Eric	ERW	18.40	9,660.00
Allen, Heather Elizabeth	HA	11.40	3,876.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 18, 2008  
Invoice No. 2330969

019231 Delfasco Corporation Creditors' Committee  
0002 Retention Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$6,030.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$6,030.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 18, 2008  
Invoice No. 2330969Client 019231  
Matter 0002 Retention Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
08/13/08	Review conflicts results preparatory to retention application (.2); call with B. Torisio prospective financial advisor regarding potential pitch (.2).	ERW	0.40
08/14/08	Telephone calls and emails with prospective financial advisors regarding retention.	ERW	0.50
08/17/08	Confer with B. Blaustein regarding retention application.	HA	0.30
08/18/08	Begin review and comment on proposed final financing order (.8); review debtor's retention application (.2); review proposed waiver (.3); telephone calls with Wachovia regarding conflicts issues (.6); confer with M Stone regarding DIP issues (.2); confer with H. Allen regarding retention application (.2).	ERW	2.30
08/18/08	Confer with E. Wilson regarding retention application (.3); draft retention application (.9).	HA	1.20
08/19/08	Emails with local counsel regarding financial advisors pitch (.2); telephone calls with D. Scouler, J. Cohn, Mahoney Cohen & Nachman regarding committee pitch (.8); email to committee regarding selection of financial advisors (.3).	ERW	1.30
08/19/08	Review documents regarding retention papers.	HA	0.80
08/20/08	Review local rules regarding retention issues.	ERW	0.20
08/20/08	Confer with E. Wilson regarding financial advisors, retention issues and DIP objection (.9); confer with committee members regarding selection of financial advisors (.4); confer with E. Wilson regarding selection of	HA	1.50

# KELLEY DRYE & WARREN LLP

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Client 019231

Matter 0002

September 18, 2008

Page 2

Date	Description	Att	Hours
08/21/08	financial advisors (.2). Confer with E. Wilson regarding retention application (.2); review Delaware local rules regarding same (.2); draft correspondence to E. Wilson regarding retention issues (.3).	HA	0.70
08/21/08	Review correspondence from E. Wilson regarding financial advisor.	HA	0.20
08/22/08	Emails with proposed financial advisors regarding pitch (.2); briefly review pitch materials (.3).	ERW	0.50
08/25/08	Review debtor's application to retain Thompson & Knight (.2); calls and emails with Financial Advisors regarding selection of Nachman (.5).	ERW	0.70
08/25/08	Confer with T. Ganon regarding financial advisor retention.	HA	0.20
08/26/08	Review Nachman pitch materials (.2); briefly review application to retain Horthy & Horthy (.2).	ERW	0.40
08/27/08	Review and summarize applications for Debtor's retention of Potter Anderson, Thompson and Knight, Horthy and Horthy, and Quantum Management.	HA	1.60
08/31/08	Finalize summaries of Debtors' retention applications.	HA	1.20
08/31/08	Review and comment on retention summaries.	ERW	0.20
Total Services for this Matter:			6,030.50
Total this Invoice			\$6,030.50

**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
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Client 019231

Matter 0002

September 18, 2008

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	6.50	\$3,412.50
Allen, Heather Elizabeth	HA	7.70	2,618.00

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ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

September 18, 2008  
Invoice No. 2330970

019231 Delfasco Corporation Creditors' Committee  
0004 Financing and Cash Collateral

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$25,686.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$25,686.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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Delfasco Corporation Creditors' Committee

September 18, 2008  
Invoice No. 2330970Client 019231  
Matter 0004 Financing and Cash Collateral

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
08/11/08	Preliminary review of DIP motion (.6), interim order (.8).	ERW	1.40
08/13/08	Review DIP motion and Interim and final orders.	HA	2.60
08/13/08	Continue review of financing motion.	ERW	0.80
08/14/08	Briefly research adequate protection issues.	ERW	0.30
08/15/08	Confer with E. Wilson regarding objection to DIP financing (.2); telephone conference with court regarding transcript of first day hearing (.3); draft summary of DIP financing motion (1.2).	HA	1.70
08/18/08	Begin to review ratification agreement and related parts of motion and order in connection with revolving debtor in possession financing (1.5); email exchange with E. Wilson regarding same (.3).	MBS	1.80
08/18/08	Confer with E. Wilson regarding DIP motion (.2); draft DIP objection (1.4).	HA	1.60
08/19/08	Complete review of ratification agreement (.3); meeting with E. Wilson and H. Allen to discuss (.6).	MBS	0.90
08/19/08	Confer with J. Carr regarding DIP strategy (.3); telephone call and emails with T. Brown-Edwards regarding DIP objection (1.1); confer with H. Allen and M. Stone regarding DIP issues (.5); prepare outline of committee issues with financing preparatory to call with counsel for bank and company (.8); emails with T. Brown-Edwards (.2), S. Yoder (.2) regarding absence of draws under DIP.	ERW	3.10
08/19/08	Strategy conference with E. Wilson regarding the proposed	JSC	0.80

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0004

September 18, 2008

Page 2

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Date	Description	Att	Hours
08/19/08	financing motion and my objections. Confer with E. Wilson and M. Stone regarding DIP financing (.4); office conference with M. Stone and E. Wilson regarding DIP motion (.6); office conference with E. Wilson regarding DIP objection and outstanding issues (.5); telephone conference with Debtor's counsel regarding DIP financing (.5); Review correspondence from S. Yoder and E. Wilson regarding DIP financing (.5); outline and draft DIP objection (3.5).	HA	6.00
08/20/08	Prepare for and conference call with EPA, DOJ, TCEQ, counsel and the debtor regarding DIP and compliance with clean-up order (1.1); follow-up call with T. Brown-Edwards regarding call (.3); emails with S. Yoder regarding call with Wachovia (.4); telephone calls with T. Brown-Edwards regarding discussions with bank (.4); confer with H. Allen regarding DIP objection (.2).	ERW	2.40
08/20/08	Telephone conferences with financial advisors regarding retention and DIP issues (1.0); draft DIP Objection (10.2).	HA	11.20
08/21/08	Emails with H. Allen regarding status of DIP objection and adjournment (.2); call and emails with T. Brown regarding call with Wachovia and EPA regarding adjournment of fee hearing (.4); conference call with T. Brown and M. Donnellan (EPA) regarding same (.3).	ERW	0.90
08/21/08	Perform legal research regarding 507 (b) in relation to DIP financing motion.	HA	0.90
08/22/08	Telephone calls and emails with T. Brown regarding status of discussions with EPA and Wachovia (.9); review EPA proposed language (.3); emails with T. Brown and M.	ERW	3.60



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Client 019231

Matter 0004

September 18, 2008

Page 3

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Date	Description	Att	Hours
	Donnellan regarding agreement with EPA and information to be produced (.4); emails with S. Yoder (.4) and R. Packer (.3) regarding status of EPA and committee issues with financing and adjournment of DIP; review promissory notes (.7), amended notes (.4) and amendment to loan agreement (.3) preparatory to DIP objection; emails with H. Allen regarding DIP objection (.3).		
08/22/08	Correspondence with E. Wilson re: DIP Objection and deadline	HA	0.30
08/24/08	Emails with S. Yoder, T. Brown and M. Donnellan regarding US objection to DIP.	ERW	0.60
08/25/08	Review US objection to DIP (.3); call with T. Brown regarding status of settlement with EPA and bank (.2); extensive review and comment on DIP objection (5.2); provide final comments to A. Allen (.2); emails with R. Packer (.2), S. Yoder (.8), T. Brown (.3), M. Donnellan (.5) and H. Morris (.2) regarding revisions to further settled interim DIP order; calls with S. Yoder regarding status of adjournment of DIP and EPA, TCEQ settlement (.2); review various iterations of section 362 and section 959 preservation language (.3).	ERW	8.40
08/25/08	Review DIP documents per E. Wilson (.2); confer with B. Sandler regarding filing of DIP objection (.5); confer with E. Wilson regarding DIP objection (.2); review E. Wilson revisinos and DIP objection and revise (1.4); internal strategy conference with E. Wilson regarding DIP financing (.2); review agenda for 8/25/08 hearing (.2).	HA	2.70
08/25/08	Review EPA's objection to DIP financing.	HA	0.60

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0004

September 18, 2008

Page 4

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Date	Description	Att	Hours
08/26/08	Research basis for adequate protection to secure creditors and provide E. Wilson with findings regarding same.	HA	0.30
08/26/08	Final review and comment on DIP objection preparatory to filing (.8); emails to S. Yoder regarding extension (.2); review and comment on second interim order (.3).	ERW	1.30
08/26/08	Emails with M. Donnellan and S. Yoder regarding revised interim DIP order.	ERW	0.30
08/27/08	Review correspondence from E. Wilson regarding second interim DIP order (.2); review and provide final comments to DIP objection (.6).	HA	0.80
08/27/08	Emails to S. Yoder, R. Packer and M. Donnellan regarding comments to second interim order (.3); emails with T. Brown regarding order revised per committee comments (.4); review further revised order (.2); prepare for and attend telephonic financing hearing (.5); research regarding adequate protection (.4).	ERW	1.80
08/28/08	Review Second Interim DIP Order.	HA	0.30
08/28/08	Emails with T. Brown regarding disposition of hearing.	ERW	0.20
08/29/08	Review call from Debtor's counsel regarding EPA and Debtor's financial docs.	HA	0.30
Total Services for this Matter:			25,686.50
Total this Invoice			\$25,686.50

**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0004

September 18, 2008

Page 5

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Attorney	Att	Hours	Amount
Stone, Merrill B	MBS	2.70	\$2,079.00
Carr, James S	JSC	0.80	468.00
Wilson, Eric	ERW	25.10	13,177.50
Allen, Heather Elizabeth	HA	29.30	9,962.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 18, 2008  
Invoice No. 2330971

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$1,921.00
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$1,921.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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September 18, 2008  
Invoice No. 2330971Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
08/18/08	Telephone call with T. Brown-Edwards regarding call with EPA and Grand Prairie site (.4); initial review of secondary materials regarding impact of EPA clean-up order at Grand Prairie, TX (.6).	ERW	1.00
08/19/08	Emails and conference call with Texas, EPA, DOJ and company regarding EPA injunctive order.	ERW	0.60
08/20/08	Emails with M. Donnellan (DOJ) regarding H. Masrris (TCEQ) regarding EPA clean-up order (.6); emails with T. Brown-Edwards regarding communications with M. Donnellan regarding short-term work (.6); briefly review CMC motion for payment of administrative claim (.2).	ERW	1.40
08/21/08	Emails with T. Brown regarding VCP environmental documents from H. Morris.	ERW	0.30
08/27/08	Review Structural Metals' motion for allowance and payment of administrative expense.	HA	0.40
08/29/08	Correspondence from D. Stewart regarding environmental records production.	ERW	0.10
Total Services for this Matter:			1,921.00
Total this Invoice			\$1,921.00

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WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

September 18, 2008

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	3.40	\$1,785.00
Allen, Heather Elizabeth	HA	0.40	136.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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## **EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: November 25, 2008 at 4:00 p.m. (ET)
	)	

**SECOND MONTHLY APPLICATION OF KELLEY DRYE  
& WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS PROPOSED  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM SEPTEMBER 1, 2008 THROUGH SEPTEMBER 30, 2008**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Pending <sup>1</sup>
Period for which Compensation and Reimbursement of Expenses is Sought	September 1, 2008 through September 30, 2008
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$51,456.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$1,061.23

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's second monthly fee application in this case.

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<sup>1</sup> Consideration of Kelley Drye's retention application, filed on September 25, 2008, has been adjourned to November 18, 2008 to address the objection of the Office of the United States Trustee.



**Previously Filed Fee Applications**

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
10/31/08	8/1/08-8/31/08	\$47,625.50	\$0.00	\$0.00	\$0.00

**TIMEKEEPER SUMMARY**

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Patricia M. Lee, Esquire	1984	Partner since 1998.	\$600.00	3.7	\$2,220.00
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$525.00	63.8	\$33,495.00
Gilbert R. Saydah, Jr., Esquire	2000	Associate since 2008.	\$395.00	12.7	\$5,016.50
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$340.00	31.1	\$10,574.00
Marie Vicinanza, Legal Assistant	N/A	Legal Assistant since 2001.	\$215.00	0.7	\$150.50

**TOTAL HOURS BILLED: 112.0**

**TOTAL COMPENSATION: \$51,456.00**

**BLENDED RATE: \$459.43**

**COMPENSATION BY PROJECT CATEGORY**

PROJECT CATEGORY	TOTAL HOURS 8/1/08-8/31/08	TOTAL HOURS 9/1/08-9/30/08	TOTAL FEES 8/1/08-8/31/08	TOTAL FEES 9/1/08-9/30/08
General Case Administration		27.3		\$11,488.50
Retention Matters		23.5		\$9,698.50
Fee Matters		1.3		\$682.50
Financing and Cash Collateral		41		\$19,627.00
Asset Disposition		12		\$6,559.00
Claims		6.9		\$3,400.50
<b>Totals</b>		<b>112</b>		<b>\$51,456.00</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 8/1/08 – 8/31/08	TOTAL EXPENSES 9/1/08 – 9/30/08
Duplication	In-house		\$66.40
Long Distance Telephone			\$92.81
Out-of-Town Travel			\$708.60
Meals			\$48.74
Computer Assisted Legal Research	Westlaw		\$144.68
<b>Total</b>			<b>\$1,061.23</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: November 20, 2008 at 4:00 p.m.
	)	(ET)

**SECOND MONTHLY APPLICATION OF KELLEY DRYE  
& WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS PROPOSED  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM SEPTEMBER 1, 2008 THROUGH SEPTEMBER 30, 2008**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its First Monthly Application for Compensation for Services Rendered as Proposed Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2008 through September 30, 2008 (the "Application Period") for professional legal services rendered as proposed counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On September 25, 2008, the Committee filed its application, pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, for authority to retain and employ Kelley Drye [D.I. 92] (the “Retention Application”). The Retention Application is scheduled to be heard on November 18, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor’s estate, including debtor-in-possession financing pleadings and documents, documents relating to the sale of the Debtor’s forging division, and motions for the payment and allowance of administrative expenses;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor’s estate in this case; and
- (c) providing legal advice regarding the Committee’s powers and duties with respect to the management of property of the Debtor’s estate.

## **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys and paraprofessionals that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

### **General Case Administration** - (Fees: \$11,488.50 – Total Hours: 27.3)

This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, Committee teleconferences, and Committee expense reimbursement. This category also includes time spent updating dockets, calendars and files.

### **Retention Matters** - (Fees: \$9,698.50 – Total Hours: 23.5)

This category represents time spent preparing and coordinating applications for employment for Applicant and the Committee's financial advisors.

### **Fee Matters** - (Fees: \$682.50 – Total Hours: 1.3)

This category represents time spent reviewing proposed compensation procedures and Applicant's bills for services rendered.

### **Financing and Cash Collateral** - (Fees: \$19,627.00 – Total Hours: 41.0)

This category represents time spent on financing matters, including use of cash collateral and DIP financing.

### **Asset Disposition** - (Fees: \$6,559.00 – Total Hours: 12.0)

This category represents time expended by Applicant with respect to the sale of certain of the Debtor's assets.

### **Claims** - (Fees: \$3,400.50 – Total Hours: 6.9)

This category represents time spent on all claims matters including review of claims and

potential or filed objections thereto.

### **EXPENSES**

7. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$1,061.23. These disbursements are broken down into categories of charges included in attachments hereto.

8. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, together with a margin for recovery of lost expenditures.

(b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.

### **VALUATION OF SERVICES**

9. Attorneys and paraprofessionals of Kelley Drye have billed a total of 112.0 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

10. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$51,456.00.

11. At all relevant times, Kelley Drye has been a disinterested person as that term

is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

12. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

13. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

14. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

15. The fees billed for this Application Period total \$51,456.00 and the expenses incurred during this Application Period are \$1,061.23. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$41,164.80 and the expenses payable to Kelley Drye for the Application Period are \$1,061.23.

WHEREFORE, upon entry of an order authorizing Kelley Drye's retention, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$41,164.80 75 and reimbursement of actual and necessary expenses incurred in the sum of \$1,061.23 for the period from September 1, 2008 through September 30, 2008, and such other relief as this Court deems just and proper.

Dated: October 31, 2008  
Wilmington, Delaware

**KELLEY DRYE & WARREN LLP**

/s/ Eric R. Wilson

Eric R. Wilson

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

*Proposed Counsel to the Official Committee of  
Unsecured Creditors*



**AFFIDAVIT**


STATE OF NEW YORK           :  
                                     :  
COUNTY OF NEW YORK       :

ss

ERIC R. WILSON, ESQUIRE, being duly sworn according to law, deposes and says that he is a partner in the law firm of Kelley Drye & Warren LLP, proposed attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., and that he is authorized to make this Affidavit on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of his information, knowledge and belief; that he has reviewed the Local Bankruptcy Rules, and submits that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

  
Eric R. Wilson, Esquire

Sworn to and subscribed before  
me this 3<sup>rd</sup> day of November 2008.

  
Notary Public

KARYN E. FULTON  
Notary Public, State of New York  
No. 02FU6018998  
Qualified in New York County  
Commission Expires June 11, 2011

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

October 15, 2008  
Invoice No. 2333509

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$11,488.50

OTHER CHARGES: \$975.39

**TOTAL AMOUNT DUE: \$12,463.89**

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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Delfasco Corporation Creditors' Committee

October 15, 2008  
Invoice No. 2333509Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
09/02/08	Review statement of financial affairs and schedules (1.2); update committee contact list (.2); participate in committee call (.5); internal strategy conference with E. Wilson (.3); prepare for committee teleconference (.2); review correspondence from Kmentt regarding contacts (.1).	HA	2.50
09/02/08	Prepare for call and call with committee (.8); confer with H. Allen regarding status and next steps (.2); emails with J. McMahon regarding Ryerson (.2); emails with C. Kmentt regarding updated contacts list (.2).	ERW	1.40
09/03/08	Telephone conference with B. Sandler regarding resignation of Sherwin Williams from Committee (.3); update internal contact list (.4).	HA	0.70
09/03/08	Review monthly operating report for the month ended 8/12/08.	ERW	0.20
09/03/08	Retrieval of schedules and statements for H. Allen.	M V	0.70
09/04/08	Office conference with E. Wilson regarding case status pending applications and manner of proceeding (.5); revise summary of debtor's retention applications (.3).	HA	0.80
09/05/08	Office conference with E. Wilson regarding case status and DIP objection (.2); attend 341a meeting of creditors (1.1); draft correspondence to E. Wilson regarding 341a meeting of creditors (.5).	HA	1.80
09/05/08	Review updated contacts sheet.	ERW	0.10
09/08/08	Review schedules and SOFA (.5); review H. Allen summary	ERW	1.10

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

October 15, 2008

Page 2

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Date	Description	Att	Hours
09/08/08	of creditors' meeting (.2); draft agenda for committee meeting (.2); email to committee regarding agenda (.2). Confer with E. Wilson regarding missing schedule (.1); review agenda for 9/9/08 committee teleconference (.1); confer with E. Wilson regarding bylaws (.1).	HA	0.30
09/09/08	Telephone call with J. McMahon regarding substitution of Sherwin with Ryerson (.2); telephone call with B. Sandler regarding status (.2); prepare for call and call with creditors' committee (1.0).	ERW	1.40
09/09/08	Participate in committee teleconference (.6); office conference with E. Wilson regarding Ryerson's membership on committee (.1); draft correspondence to committee members regarding bylaws (.2).	HA	0.90
09/10/08	Review correspondence from US Trustee regarding 1102 motion (.1); draft correspondence to US Trustee regarding Ryerson (.2).	HA	0.30
09/12/08	Email to J. McMahon regarding elevation of Ryerson to motion status (.2); review Ryerson questionnaire regarding same (.1); review J. McMahon blackline of committee confidentiality order (.3) compare with motion (.2); review and comment on committee meeting agenda (.2); review monthly operating report (.2); review amended SOFA regarding insider payments (.2); review and comment on rolling forecast (.2); emails with J. McMahon regarding revisions to confidentiality order (.2).	ERW	1.80
09/12/08	Draft agenda for 9/15/08 committee call (.3); review amended statements and schedules (.5); review monthly operating report and send to financial advisor (.5).	HA	1.30

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Matter 0001

October 15, 2008

Page 3

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Date	Description	Att	Hours
09/15/08	Prepare for call and call with committee (.8); review agenda for hearing (.2); confer with H. Allen regarding hearing preparation (.2).	ERW	1.20
09/15/08	Review correspondence from E. Wilson regarding 1102 motion and draft response to same (.2); review motions for 9/17/08 hearing (.3); review docket regarding Wilson pro hac vice (.1); confer with B. Sandler regarding 1102 motion (.2); prepare for committee teleconference (.2); participate in committee teleconference (.3); confer E. Wilson and J. Dosek regarding committee bylaws (.3).	HA	1.60
09/16/08	Prepare hearing binder and index for 9/17/08 hearing (.8); review certification of counsel and revised 1102 order (.3); confer with E. Wilson regarding binder (.2).	HA	1.30
09/16/08	Telephone call with B. Sandler regarding omnibus hearing (.2); confer with H. Allen regarding preparation of hearing binder (.2); review hearing binder (.2).	ERW	0.60
09/19/08	Review and comment on agenda for committee call (.2); confer with H. Allen regarding status (.2); update task list (.2).	ERW	0.60
09/19/08	Draft agenda for 9/22/08 committee meeting (.3); confer with E. Wilson regarding status (.2).	HA	0.50
09/22/08	Review pleadings for impact (.2); prepare for and participate in telephonic committee meeting (.8).	ERW	1.00
09/22/08	Prepare for creditors' committee teleconference (.1); participate in creditors' committee teleconference (.4).	HA	0.50
09/23/08	Review monthly operating report.	ERW	0.20
09/24/08	Draft correspondence to committee regarding monthly operating report (.2); draft agenda for 9/28/08 committee	HA	0.50

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Client 019231  
Matter 0001  
October 15, 2008  
Page 4

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Date	Description	Att	Hours
	call (.3).		
09/24/08	Review August monthly operating report.	ERW	0.30
09/25/08	Review interim compensation motion (.4); update critical dates memorandum (.3).	HA	0.70
09/25/08	Review proposed agenda for committee call (.1); review pleadings for impact on client (.2); emails with J. McMahon regarding Ryserson substitution (.2); emails with H. Allen regarding committee meeting (.2).	ERW	0.70
09/26/08	Emails with local counsel regarding monthly operating report (.2); emails with T. Gavin preparatory to committee call (.2).	ERW	0.40
09/29/08	Participate in committee teleconference (.3); prepare for committee teleconference (.2).	HA	0.50
09/29/08	Prepare for and conduct telephonic committee meeting (.8); telephone call with J. Doseck regarding status (.2); emails with H. Allen (.2) and J. Doseck (.2) regarding upcoming meeting.	ERW	1.40

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Client 019231

Matter 0001

October 15, 2008

Page 5

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Total Services for this Matter:	11,488.50
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Other Charges:	Amount
Duplication	\$17.60
Telephone	81.37
Long Distance Travel	708.60
Meals	23.14
Westlaw Research	144.68

Total Other Charges for this Matter:	975.39
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Total this Invoice	\$12,463.89
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Matter 0001

October 15, 2008

Page 6

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Attorney	Att	Hours	Amount
Vicinanza, Marie	M V	0.70	\$150.50
Wilson, Eric	ERW	12.40	6,510.00
Allen, Heather Elizabeth	HA	14.20	4,828.00

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Delfasco Corporation Creditors' Committee

October 15, 2008  
Invoice No. 2333510

019231 Delfasco Corporation Creditors' Committee  
0002 Retention Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$9,698.50

OTHER CHARGES: \$27.80

**TOTAL AMOUNT DUE: \$9,726.30**

**TERMS: PAYMENT DUE UPON RECEIPT**

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October 15, 2008  
Invoice No. 2333510Client 019231  
Matter 0002 Retention Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
09/02/08	Call with T. Gavin regarding financial advisors.	ERW	0.20
09/03/08	Revise retention application (3.5); draft correspondence to committee regarding pending motions (.4).	HA	3.90
09/03/08	Read application to retain Quantum and proposed engagement letter (.8); emails with B. Sandler regarding retention issues (.2).	ERW	1.00
09/04/08	Review conflicts documents regarding retention application (.3); confer with E. Wilson regarding applications. (.6).	HA	0.90
09/04/08	Emails with committee regarding recommendations regarding disposition of applications (.5); prepare for conference call and conference call with H. Allen, S. Yoder and T. Brown regarding status of case of manner of proceeding (1.0); confer with H. Allen regarding status, disposition of applications and manner of proceeding (.6).	ERW	2.10
09/05/08	Revise retention application.	HA	1.20
09/08/08	Review Benesch retention papers.	ERW	0.20
09/09/08	Review and revise Quantum retention application, engagement letter and order and email E. Wilson regarding the same per instruction of E. Wilson.	GRS	3.40
09/10/08	Review and revise retention application (.4); review correspondence from G. Saydah regarding Quantum retention (.2).	HA	0.60
09/10/08	Review and comment on revisions to proposed order approving retention of Quantum.	ERW	0.30

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0002

October 15, 2008

Page 2

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Date	Description	Att	Hours
09/11/08	Provide comments to proposed order approving retention of Quantum (.2); emails with S. Yoder regarding comments to Quantum retention (.3); telephone call with S. Yoder regarding same (.3).	ERW	0.80
09/11/08	Confer with E. Wilson regarding Quantum retention application and final changes thereto, revise and send to E. Wilson.	GRS	0.60
09/12/08	Confer with G. Saydah regarding revisions to Quantum retention order (.2); review and comment on KDW retention papers (.5).	ERW	0.70
09/12/08	Confer with E. Wilson regarding Quantum order and comments from Debtors, revise and send to debtors.	GRS	0.40
09/15/08	Emails with T. Gavin regarding status of work budget and revised retention proposal (.2); emails with S. Yoder regarding agreement regarding Quantum (.2).	ERW	0.40
09/15/08	Review revised retention application (.3); review correspondence from E. Wilson regarding Nachman retention (.1); confer with G. Saydah regarding retention application (.2).	HA	0.60
09/15/08	Confer with E. Wilson and revise retention application.	GRS	0.90
09/16/08	Review revised retention papers preparatory to circulation to committee (.3); emails with S. Procir regarding same (.2).	ERW	0.50
09/16/08	Email H. Allen regarding Quantum retention application.	GRS	0.20
09/18/08	Emails with T. Gavin regarding budget.	ERW	0.20
09/22/08	Emails with S. Prociv regarding retention papers.	ERW	0.20
09/22/08	Telephone call with T. Gavin and S. Prociv regarding retention issues.	HA	0.20
09/24/08	Review and revise Nachman retention documents (1.6);	HA	2.60

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Matter 0002

October 15, 2008

Page 3

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Date	Description	Att	Hours
	confer with B. Sandler regarding filing of retention applications (.5); draft order to retain Nachman (.5).		
09/24/08	Confer with H. Allen regarding NHB retention (.2); emails with T. Gavin regarding retention issues and committee update (.2).	ERW	0.40
09/25/08	Review and comment on report Nachman retention order.	ERW	0.20
09/30/08	Confer with T. Gavin and E. Wilson regarding Nachman retention.	HA	0.40
09/30/08	Emails with T. Gavin regarding retention papers (.2); emails with H. Allen regarding revisions to Nachman retention (.2).	ERW	0.40

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Matter 0002  
October 15, 2008  
Page 4

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Total Services for this Matter: 9,698.50

Other Charges:	Amount
Duplication	\$2.20
Meals	25.60

Total Other Charges for this Matter: 27.80

Total this Invoice \$9,726.30

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October 15, 2008

Page 5

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	7.60	\$3,990.00
Saydah, Jr., Gilbert	GRS	5.50	2,172.50
Allen, Heather Elizabeth	HA	10.40	3,536.00

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Delfasco Corporation Creditors' Committee

October 10, 2008  
Invoice No. 2333021

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$682.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$682.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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Invoice No. 2333021Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
09/16/08	Review and comment on August bills preparatory to September monthly statement.	ERW	0.80
09/29/08	Review motion and proposed order for interim compensation procedures.	ERW	0.50
Total Services for this Matter:			682.50
Total this Invoice			\$682.50



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Matter 0003

October 10, 2008

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	1.30	\$682.50

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Delfasco Corporation Creditors' Committee

October 15, 2  
Invoice No. 2333:

019231 Delfasco Corporation Creditors' Committee  
0004 Financing and Cash Collateral

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$19,627.00

OTHER CHARGES: \$58.04

**TOTAL AMOUNT DUE: \$19,685.04**

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Invoice No. 23335

Client 019231  
Matter 0004 Financing and Cash Collateral

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
09/02/08	Confer with T. Brown-Edwards regarding budget projections and expenditures (.1); draft correspondence to T. Gavin regarding Debtors' monthly operating report (.2); telephone conference with T. Gavin regarding DIP and budget issues (.2).	HA	0.50
09/03/08	Review Debtor's actual expenditures vs. budget projections (.2); review correspondence from E. Wilson regarding demand letter to lender (.2); confer with T. Gavin regarding debtor's budget and expenditures (.3).	HA	0.70
09/03/08	Emails with T. Gavin regarding financial analysis (.2); review actual versus projected nine week budget (.3); emails with S. Yoder regarding same (.2).	ERW	0.70
09/04/08	Review correspondence from S. Yoder regarding Debtor's actual expenditures versus forecast (.1); confer with T. Gavin regarding same as above (.1).	HA	0.20
09/04/08	Review further budget projections versus actual for additional period.	ERW	0.50
09/05/08	Telephone conference with Debtor's counsel regarding retention applications and DIP financing (.6); prepare for and participate in telephone conference with H. Serrano and T. Gavin regarding DIP financing and Debtor's budget and expenditures (.8); review correspondence from H. Serrano and T. Gavin regarding Debtor's financial information (.3); draft correspondence to H. Serrano and T. Gavin regarding	HA	2.30

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0004  
October 15, 2008  
Page 2

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Date	Description	Att	Hours
09/05/08	equipment schedules and accounts receivable aging reports (.1); review correspondence from Debtor's counsel regarding budget (.2); review variance report prepared by Nachman (.3). Prepare outline of open issues for calls with company and bank (.6); research regarding adequate protection issues (.6); review Nachman report regarding actual versus projected budget (.3); prepare for call and conference call with H. Serrano and T. Gavin regarding financing issues (.8); emails with S. Yoder, H. Serrano and T. Gavin regarding balance sheet and AR report (.6); emails with R. Packer and K. Mayer regarding outstanding financing issues (.2); emails with committee regarding financing issues and Nachman analysis (.6).	ERW	3.70
09/08/08	Telephone call and email with T. Brown (.3) and S. Yoder (.2) regarding DIP financing status and extension of objection deadline; emails with R. Packer and K. Mayer regarding mark-up of DIP order (.3).	ERW	0.80
09/08/08	Review DIP loan order and DIP documents and draft Wachovia demand letter.	GRS	4.60
09/08/08	Confer with T. Gavin regarding DIP issues.	HA	0.30
09/09/08	Telephone conferences with T. Gavin regarding status and DIP committee call (.8); emails with T. Brown regarding draft DIP objection (.2); emails with K. Mayer regarding mark-up of final order (.2); emails with T. Brown and S. Yoder regarding AR report and equipment schedule (.3).	ERW	1.50
09/09/08	Revise DIP objection (.2); review correspondence from debtor's counsel and E. Wilson regarding DIP objection (.1);	HA	0.60

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Client 019231

Matter 0004

October 15, 2008

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Date	Description	Att	Hours
09/10/08	draft correspondence to E. Wilson regarding information request to debtor (.1); provide comments to G. Saydah (.2). Mark-up final DIP order per discussions with Wachovia and debtor (3.8); review notes from prior discussions regarding same (.6); review operative loan documents regarding same (.5); emails with K. Mayer regarding status of mark-up of final order (.2); emails with S. Yoder regarding carve-out (.4); emails to R. Packer and K. Mayer regarding settlement of DIP objection and mark-up of final DIP order (.5); review and comment on demand letter (.3).	ERW	6.30
09/10/08	Revise per instruction of, and forward Wachovia letter to, E. Wilson.	GRS	1.30
09/11/08	Confer with E. Wilson regarding second interim DIP order.	HA	0.20
09/11/08	Emails with S. Yoder regarding budget and Thompson fees (.2); conference calls with S. Yoder, R. Packett, K. Mayer and company regarding comments to final DIP order (.8); emails with S. Yoder regarding carve-out (.3); revise final DIP order per comments received on call (1.6); emails with S. Yoder and R. Packett regarding further revised DIP order (.3); emails to counsel for US and state of Texas regarding final revised DIP order (.2).	ERW	3.50
09/11/08	Finalize document request letter to Wachovia letter to E. Wilson.	GRS	0.70
09/12/08	Telephone calls (.4) and emails (.3) with K. Mayer regarding final revisions to mark-up of final DIP order; draft Wachovia final revisions to DIP order (1.6); emails with T. Brown and M. Donnellan regarding issues with financing (.3).	ERW	2.60

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Date	Description	Att	Hours
09/15/08	Telephone call with G. McBride regarding financing issues; (.3) conference call with company and EPA regarding status of objection to financing (.8); review US objection to DIP financing preparatory to call (.3); emails with K. Mayer regarding last minute revisions to financing order (.3); revise order per K. Mayer request (.3); emails to S. Yoder regarding same (.2); email from M. Donnellan regarding stipulation resolving DIP objection (.1); review proposed stipulation (.2); emails with S. Yoder and T. Brown regarding same (.2).	ERW	2.70
09/15/08	Telephone call with debtor's counsel regarding Quantum retention and DIP issues (.1); draft email to E. Wilson regarding EPA objection to DIP (.1); review agenda for 9/17/08 hearing (.2).	HA	0.40
09/16/08	Telephone call with T. Brown regarding EPA proposed stipulation (.2); review proposed final budget (.3); emails with S. Yoder regarding removal of principal payment (.3); review proposed revised settlement stipulation with EPA (.3); emails with M. Donnellan, S. Yoder and T. Brown regarding same (.8).	ERW	1.90
09/16/08	Confer with E. Wilson regarding UCC filings for financing.	GRS	0.20
09/17/08	Review pleadings preparatory to first omnibus hearing, including revised DIP order and EPA objection (1.4); attend omnibus hearing (2.0); review further revised budget (.2).	ERW	3.60
09/17/08	Email M. Vicinanza regarding UCC filings for financing.	GRS	0.20
09/23/08	Confer with E. Wilson regarding UCC lien search.	GRS	0.20
09/25/08	Review transcript of omnibus hearing.	ERW	0.60
09/30/08	Emails with S. Yoder regarding 9-week budget.	ERW	0.20

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October 15, 2008  
Page 5

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Total Services for this Matter: 19,627.00

Other Charges:	Amount
Duplication	\$46.60
Telephone	11.44

Total Other Charges for this Matter: 58.04

Total this Invoice \$19,685.04

**KELLEY DRYE & WARREN LLP**

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Matter 0004

October 15, 2008

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	28.60	\$15,015.00
Saydah, Jr., Gilbert	GRS	7.20	2,844.00
Allen, Heather Elizabeth	HA	5.20	1,768.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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Delfasco Corporation Creditors' Committee

October 15, 2008  
Invoice No. 2333512

019231 Delfasco Corporation Creditors' Committee  
0005 Asset Disposition

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$6,559.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$6,559.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
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October 15, 2008  
Invoice No. 2333512Client 019231  
Matter 0005 Asset Disposition

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
09/09/08	Briefly review proposed stalking horse bidder APA.	ERW	0.50
09/18/08	Emails with S. Yoder regarding revised APA and status of procedures.	ERW	0.20
09/19/08	Emails with S. Yoder regarding revised bid	ERW	0.20
09/22/08	Emails with S. Yoder regarding status of bids.	ERW	0.20
09/24/08	Continue review of stalking horse bid regarding purchase of forge division (1.8); email to committee regarding same (.2).	ERW	2.00
09/24/08	Conference with E. Wilson on APA review.	PML	0.30
09/25/08	Emails with P. Lee regarding review of purchase agreement.	ERW	0.40
09/26/08	Forward emails from S. Yoder and T. Gavin regarding stalking horse bid (.3); review EPA VAO (.6).	ERW	0.90
09/29/08	Strategy conference with T. Gavin.	HA	0.10
09/29/08	Confer with P. Lee regarding initial comments to purchase agreement (.3); emails with S. Yoder regarding same (.3); telephone call with T. Gavin regarding meeting with company (.2).	ERW	0.80
09/29/08	Reviewed APA (1.1); conference with E. Wilson to identify issues in Asset Purchase Agreement (.3).	PML	1.40
09/30/08	Review Modern's blackline changes to APA (.8); outline issues for call with S. Yoder (.6); confer with P. Lee regarding comments to purchase agreement (.8); conference call with P. Lee and S. Yoder regarding same and status (.8).	ERW	3.00
09/30/08	Summarized issues in APA (.4); conference with E. Wilson to discuss comments (.8); followed by conference call with	PML	2.00

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Client 019231

Matter 0005

October 15, 2008

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Date	Description	Att	Hours
	Debtors' counsel to discuss concerns (.8)		
	Total Services for this Matter:		6,559.00
	Total this Invoice		\$6,559.00

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Matter 0005

October 15, 2008

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Attorney	Att	Hours	Amount
Lee, Patricia M	PML	3.70	\$2,220.00
Wilson, Eric	ERW	8.20	4,305.00
Allen, Heather Elizabeth	HA	0.10	34.00

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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Delfasco Corporation Creditors' Committee

October 15, 2008  
Invoice No. 2333513

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,400.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$3,400.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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October 15, 2008  
Invoice No. 2333513Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
09/03/08	Confer with debtor's counsel regarding CMC Steel motion and financial records of debtor.	HA	0.50
09/05/08	Review debtor's proposed order allowing administrative claim of CMC Steel Texas (.2); confer with E. Wilson regarding same (.2).	HA	0.40
09/05/08	Emails with S. Yoder resolving CMC motion (.2); confer with H. Allen regarding same (.2).	ERW	0.40
09/10/08	Emails with T. Brown regarding status of EPA issues and position statement.	ERW	0.40
09/11/08	Review certification of counsel regarding CMC Steel settlement.	HA	0.20
09/12/08	Emails with M. Donnellan regarding status of financials.	ERW	0.20
09/15/08	Read cases cited in EPA brief regarding continuing environmental liabilities (.8); independent research regarding remediation costs as dischargeable and as administrative expenses (1.1).	ERW	1.90
09/15/08	Review entered order allowing administrative claim of CMC Steel.	HA	0.10
09/16/08	Confer with G. Saydah regarding UCC lien search (.2); continued research regarding cases cited by EPA and dischargeability EPA clean-up order and administrative liability (1.1).	ERW	1.30
09/17/08	Read EPA clean-up order regarding money damages claims.	ERW	1.10
09/19/08	Emails with R. Packer and K. Mayer regarding demand for	ERW	0.20

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
October 15, 2008  
Page 2

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Date	Description	Att	Hours
	information.		
09/23/08	Telephone call with R. Packer regarding document demand.	ERW	0.20
	Total Services for this Matter:		3,400.50
	Total this Invoice		\$3,400.50

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Client 019231

Matter 0008

October 15, 2008

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	5.70	\$2,992.50
Allen, Heather Elizabeth	HA	1.20	408.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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## EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Response Deadline: December 16, 2008 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**THIRD MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM OCTOBER 1, 2008 THROUGH OCTOBER 31, 2008**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	October 1, 2008 through October 31, 2008
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$34,438.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$157.75

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's third monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08-8/31/08	\$47,625.50	\$0.00	\$0.00	\$0.00
11/04/08	9/01/08-9/30/08	\$51,456.00	\$1,061.23	\$0.00	\$0.00

### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Patricia M. Lee, Esquire	1984	Partner since 1998.	\$600.00	4.6	\$2,760.00
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$525.00	38.3	\$20,107.50
Gilbert R. Saydah, Jr., Esquire	2000	Associate since 2008.	\$395.00	12.4	\$4,898.00
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$340.00	19.5	\$6,630.00
Marie Vicinanza, Legal Assistant	N/A	Legal Assistant since 2001.	\$215.00	0.2	\$43.00

**TOTAL HOURS BILLED: 75.0**

**TOTAL COMPENSATION: \$34,438.50**

**BLENDED RATE: \$459.18**

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	13.3	\$5,847.50
Retention Matters	20.1	\$8,343.50
Financing and Cash Collateral	1.5	\$750.50
Asset Disposition	34.9	\$16,841.00
Claims	5.2	\$2,656.00
<b>Totals</b>	<b>75.0</b>	<b>\$34,438.50</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 10/1/08 - 10/31/08
Duplication	In-house	\$60.00
Long Distance Telephone		\$72.75
Meals		\$25.00
<b>Total</b>		<b>\$157.75</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: December 16, 2008 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**THIRD MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM OCTOBER 1, 2008 THROUGH OCTOBER 31, 2008**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its third monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from October 1, 2008 through October 31, 2008 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137] *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including the Debtor's budget, projections, and documents relating to the sale of the Debtor's forging division;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case; and
- (c) providing legal advice regarding the Committee's powers and duties with respect to the management of property of the Debtor's estate.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys and paraprofessionals that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$5,847.50 - Total Hours: 13.3)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, Committee teleconferences, and Committee expense reimbursement. This category also includes time spent updating dockets, calendars and files.

#### **Retention Matters** - (Fees: \$8,343.50 - Total Hours: 20.1)

8. This category represents time spent preparing and coordinating applications for employment for Applicant and the Committee's financial advisors.

#### **Financing and Cash Collateral** - (Fees: \$750.50 - Total Hours: 1.5)

9. This category represents time spent on financing matters, including use of cash collateral and DIP financing.

#### **Asset Disposition** - (Fees: \$16,841.00- Total Hours: 34.9)

10. This category represents time expended by Applicant with respect to the sale of certain of the Debtor's assets.

#### **Claims** - (Fees: \$2,656.00 - Total Hours: 5.2)

11. This category represents time spent on all claims matters including review of claims and potential or filed objections thereto.

### **EXPENSES**

12. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$157.75. These disbursements are broken down into categories of charges included in attachments hereto.

13. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).

(b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.

### **VALUATION OF SERVICES**

14. Attorneys and paraprofessionals of Kelley Drye have billed a total of 75.0 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

15. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$34,438.50.



16. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

17. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

18. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

19. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

20. The fees billed for this Application Period total \$34,438.50 and the expenses incurred during this Application Period are \$157.50. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$27,550.80 and the expenses payable to Kelley Drye for the Application Period are \$157.75.

WHEREFORE, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$27,550.80 and reimbursement of actual and necessary expenses incurred in the sum of \$157.75 for the period from October 1, 2008 through October 31, 2008, and such other relief as this Court deems just and proper.

Dated: November 26, 2008  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

/s/ Bradford J. Sandler  
Bradford J. Sandler (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

November 21, 2008  
Invoice No. 2337526

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$5,847.50

OTHER CHARGES: \$132.55

**TOTAL AMOUNT DUE: \$5,980.05**

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
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ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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November 21, 2008  
Invoice No. 2337526Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
10/02/08	Review correspondence from E. Wilson and T. Gavin regarding case status.	HA	0.30
10/06/08	Emails with committee.	ERW	0.60
10/07/08	Draft agenda for committee teleconference and emails with E. Wilson.	HA	0.20
10/07/08	Emails with H. Allen regarding agenda.	ERW	0.20
10/09/08	Email to committee regarding status and further postponement of committee call (.8); review and comment on proposed agenda for call (.2).	ERW	1.00
10/14/08	Confer with H. Allen regarding preparation for omnibus hearing.	ERW	0.20
10/14/08	Confer with local counsel regarding filing of certificates of no objection (.2); confer with E. Wilson preparatory to committee call (.2).	HA	0.40
10/15/08	Assist in preparing E. Wilson for 10/20/08 hearing.	HA	0.60
10/16/08	Emails with S. Yoder regarding status (.2); review amended agenda for omnibus hearing (.3); review and comment on status email to committee and agenda for meeting (.3).	ERW	0.80
10/16/08	Arrange for telephone appearance of E. Wilson on 10/20/08.	M V	0.20
10/16/08	Draft correspondence to committee regarding 10/20/08 committee teleconference (.2); email to M. Vicinanza regarding appearance at 10/20/08 hearing (.1); review agenda for same (.3)	HA	0.60
10/17/08	Outline issues for committee call (.5); telephone call with T.	ERW	0.70

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Client 019231

Matter 0001

November 21, 2008

Page 2

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Date	Description	Att	Hours
10/17/08	Gavin preparatory to committee call (.2).	HA	0.30
10/20/08	Confer with E. Wilson regarding 10/20/08 hearing.	ERW	2.10
	Prepare for call and call with committee (.8); follow-up call with T. Gavin (.2); review pleadings preparatory to omnibus hearing (.5); prepare for and attend omnibus hearing (.6).		
10/21/08	Review and circulate notice of appointment of Ryerson to committee (.2); review September operating report and forward to T. Gavin (.4).	ERW	0.60
10/24/08	Email to committee regarding postponement of committee call and status.	ERW	0.50
10/24/08	Draft case report status for E. Wilson for email.	HA	0.60
10/27/08	Review correspondence from E. Wilson regarding notice of information sharing procedures (.1); establish mail address for information sharing procedures (.4).	HA	0.50
10/28/08	Telephone call with B. Sandler regarding 1102(b)(3) compliance (.1); confer with E. Wilson regarding case administration (.1); draft notice of compliance with 1102(b)(3) (.8).	HA	1.00
10/28/08	Summary from H. Allen regarding motion to extend removal deadlines (.2); emails with S. Prociv regarding same (.2).	ERW	0.40
10/30/08	Revise email to committee regarding postponement of meeting.	ERW	0.20
10/30/08	Revise notice of information sharing procedures (.2); update critical dates memorandum; review docket regarding same (.6); confer with debtor's counsel regarding committee member reimbursement (.2); draft correspondence to committee regarding postponement of committee	HA	1.30

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Client 019231  
Matter 0001  
November 21, 2008  
Page 3

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Date	Description	Att	Hours
	teleconference (.3).		

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Client 019231

Matter 0001

November 21, 2008

Page 4

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Total Services for this Matter:	5,847.50
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Other Charges:	Amount
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Duplication	\$59.80
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Telephone	72.75
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Total Other Charges for this Matter:	132.55
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Total this Invoice	\$5,980.05
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Matter 0001

November 21, 2008

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Attorney	Att	Hours	Amount
Vicinanza, Marie	M V	0.20	\$43.00
Wilson, Eric	ERW	7.30	3,832.50
Allen, Heather Elizabeth	HA	5.80	1,972.00

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(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
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ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

November 21, 2008  
Invoice No. 2337527

019231 Delfasco Corporation Creditors' Committee  
0002 Retention Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$8,343.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$8,343.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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November 21, 2008  
Invoice No. 2337527Client 019231  
Matter 0002 Retention Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
10/01/08	Conference call with T. Gavin and E. Wilson regarding Nachman retention (.4); revise retention application, declaration and order (.5).	HA	0.90
10/01/08	Emails with S. Prociv regarding Nachman retention.	ERW	0.20
10/06/08	Telephone call with S. Prociv regarding Nachman retention (.2); emails with S. Prociv regarding execution of Nachman application (.2).	ERW	0.40
10/06/08	Confer with E. Wilson and B. Sandler regarding retention of Nachman Hays Brownstein.	HA	0.40
10/07/08	Email from J. McMahon regarding retention issues.	ERW	0.10
10/08/08	Correspondence from U.S. Trustee regarding issues with retention application (.1); review documents regarding issues with retention application and formulate response (1.2); telephone call with S. Van Dyk regarding issues with Nachman retention (.2); telephone call with B. Sandler and E. Wilson regarding U.S. Trustee issues with KDW retention (.3); office conference with E. Wilson regarding U.S. Trustee issues with KDW retention and supplemental disclosure (.5); review debtor's supplemental filings for supplemental disclosure and summarize results (1.1).	HA	3.40
10/08/08	Confer with H. Allen regarding retention issues (.5); conference call with B. Sandler regarding same (.3); briefly review original retention papers, retention letter and conflict check regarding same (.4); confer with J. McMahon	ERW	1.60

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Client 019231

Matter 0002

November 21, 2008

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Date	Description	Att	Hours
	regarding emails to retention applications (.4).		
10/10/08	Emails to H. Allen regarding Nachman retention (.2); email to J. McMahon regarding nunc pro tunc issues (.2).	ERW	0.40
10/13/08	Confer with H. Allen regarding Nachman retention issues.	ERW	0.20
10/13/08	Telephone call with T. Gavin regarding retention issues (.2); confer with E. Wilson regarding same (.2).	HA	0.40
10/14/08	Emails with B. Sanford regarding extension of objection deadline (.2); telephone call and emails with J. McMahon regarding retention (.2).	ERW	0.40
10/14/08	Legal research regarding standard for nunc pro tunc retention and review retention timeline (1.7); revise Nachman retention papers and revise same (1.8).	HA	3.50
10/15/08	Emails with H. Allen regarding supplemental disclosure.	ERW	0.20
10/15/08	Continue review of documents regarding additional disclosure for retention application regarding insiders (.5); draft and revise supplemental disclosure regarding retention application (1.2).	HA	1.70
10/16/08	Telephone call with J. McMahon regarding retention issues (.3); telephone calls with B. Sandler (.3), and T. Brown regarding same (.2); review and comment on draft of supplemental disclosure (.5), conflicts check results (.4); review UST objection to retention (.5); confer with H. Allen regarding same (.2) email traffic with Wachovia regarding modifications and conflicts letter (.3).	ERW	2.70
10/16/08	Continue review of documents regarding supplemental declaration regarding retention application (.3); revise documents regarding supplemental declaration regarding retention application per instruction of E. Wilson and	HA	1.50

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Matter 0002

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Page 3

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Date	Description	Att	Hours
	prepare for filing (.5); briefly review U.S. Trustee's objection to retention application regarding same (.5); confer with E. Wilson regarding supplemental declaration for retention application (.2).		
10/17/08	Email from J. McMahon regarding Ryerson.	ERW	0.10
10/21/08	Emails with B. Sandler (.2) and J. McMahon (.2) regarding partial resolution and objection to retention.	ERW	0.40
10/22/08	Emails with J. McMahon regarding Wachovia issues.	ERW	0.20
10/27/08	Telephone call with B. Sandford regarding conflicts (.2); emails with J. McMahon regarding same (.2); confer with G. Saydah regarding fee statements (.2).	ERW	0.60
10/27/08	Confer with E. Wilson regarding retention.	GRS	0.20
10/31/08	Final review and execute affidavit prior to filing.	ERW	0.60
Total Services for this Matter:			8,343.50
Total this Invoice			\$8,343.50

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Client 019231

Matter 0002

November 21, 2008

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	8.10	\$4,252.50
Saydah, Jr., Gilbert	GRS	0.20	79.00
Allen, Heather Elizabeth	HA	11.80	4,012.00

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ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

November 21, 2008  
Invoice No. 2337528

019231 Delfasco Corporation Creditors' Committee  
0004 Financing and Cash Collateral

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$750.50
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$750.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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November 21, 2008  
Invoice No. 2337528Client 019231  
Matter 0004 Financing and Cash Collateral

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
10/02/08	Review 9-week budget (.2); compare with prior (.2); review DIP order regarding challenge period and extent claims waived (.4).	ERW	0.80
10/06/08	Confer with E. Wilson regarding Final DIP Order.	HA	0.20
10/08/08	Emails with T. Gavin regarding latest budget.	ERW	0.50
Total Services for this Matter:			750.50
Total this Invoice			\$750.50

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Matter 0004

November 21, 2008

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	1.30	\$682.50
Allen, Heather Elizabeth	HA	0.20	68.00

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November 21, 2008  
Invoice No. 2337529

019231 Delfasco Corporation Creditors' Committee  
0005 Asset Disposition

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$16,841.00

OTHER CHARGES: \$25.00

**TOTAL AMOUNT DUE: \$16,866.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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November 21, 2008  
Invoice No. 2337529

Client 019231  
Matter 0005 Asset Disposition

Attorney: 05395

Page 1

Legal Services Rendered

Date	Description	Att	Hours
10/02/08	Emails with T. Gavin regarding status of due diligence (.2); email to committee regarding same and postponement of hearing (.2).	ERW	0.40
10/06/08	Emails with T. Gavin regarding rescheduling committee update regarding asset sale (.2); emails with S. Yoder regarding status (.2).	ERW	0.40
10/07/08	Telephone calls with T. Gavin (.2) and S. Yoder (.2) regarding sale status.	ERW	0.40
10/08/08	Emails with S. Yoder regarding status of sale and meeting with company and advisors.	ERW	0.20
10/09/08	Emails with T. Gavin (.3) and S. Yoder (.3) regarding call with company and advisors regarding status.	ERW	0.50
10/13/08	Emails with S. Yoder regarding status call.	ERW	0.20
10/14/08	Telephone call with T. Gavin preparatory to follow-up call with company (.2); prepare for and conference call with T. Gavin, T. Brown and company representatives regarding budget and sale issues (1.0); emails with T. Brown regarding background documents from call (.2); begin review of documents provided by company (.3); emails with P. Kadlecck regarding budget inquiries (.2).	ERW	1.90
10/15/08	Continue to review company background materials (.8); prepare for call and call with T. Gavin and T. Brown regarding sale status (.8).	ERW	1.60
10/20/08	Emails with S. Yoder and T. Brown regarding sale issues	ERW	0.40

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Matter 0005

November 21, 2008

Page 2

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Date	Description	Att	Hours
10/21/08	(.2); emails with committee regarding stalking horse (.2). Emails with S. Yoder regarding revised purchase agreement (.3); email P. Lee regarding APA review (.1); emails with S. Yoder regarding bid procedures (.2) ; review sale motion (.8); proposed order (.4); bid procedures (.3) and notices (.3).	ERW	2.40
10/22/08	Review and comment on bid procedures (.8); review revised purchase agreement (1.6); email with S. Yoder (.1) and R. Packer (.1); regarding bid procedures modifications.	ERW	2.60
10/23/08	Emails with T. Gavin regarding follow-up (.2); emails with S. Yoder regarding comments to bid procedures (.6); outline potential objections (.3); briefly research termination fees (.3); finalize review of purchase agreement (.9).	ERW	2.30
10/23/08	Reviewed draft ABA and came up with comments.	PML	2.70
10/24/08	Reviewed email of E. Wilson (.1); gave general comments on APA (.2); conference E. Wilson (.1).	PML	0.40
10/27/08	Confer with G. Saydah and P. Lee regarding objection, procedures and agreement.	ERW	0.80
10/27/08	Conference with E. Wilson and G. Saydah to review APA comments for objection.	PML	1.00
10/27/08	Confer with E. Wilson and P. Lee regarding objection to APA and procedures and review APA and sale motion.	GRS	3.10
10/28/08	Email traffic with S. Yoder and G. Saydah regarding sale status and objection.	ERW	0.30
10/28/08	Reviewed comments; conference G. Saydah.	PML	0.50
10/28/08	Review and revise APA; correspondence with debtors' counsel regarding same.	GRS	3.80
10/29/08	Review KDW comments to purchase agreement.	ERW	0.50

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Matter 0005

November 21, 2008

Page 3

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Date	Description	Att	Hours
10/29/08	Further revisions to APA and forward to debtors' counsel (1.7); review and revise revised bidding and sale procedures motion and email debtors' counsel regarding same (2.6).	GRS	4.30
10/30/08	Emails with G. Saydah and S. Yoder regarding sale issues (.5); emails from S. Yoder regarding revised sale documents (.2); review T. Skallas (buyer) comments to bid procedures (.3).	ERW	1.00
10/31/08	Emails from T. Skallas regarding revised sale documents (.2); briefly review revised sale documents and provide comments to G. Saydah (.7).	ERW	0.90
10/31/08	Review sale motion and calendar critical dates regarding same (1.1); confer with G. Saydah regarding sale motion (.2).	HA	1.30
10/31/08	Confer with E. Wilson regarding sale motion (.2); begin review of filed sale motion and APA (.8).	GRS	1.00

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Client 019231

Matter 0005

November 21, 2008

Page 4

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Total Services for this Matter:	16,841.00
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Other Charges:	Amount
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Meals	\$25.00
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Total Other Charges for this Matter:	25.00
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Total this Invoice	\$16,866.00
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Matter 0005

November 21, 2008

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Attorney	Att	Hours	Amount
Lee, Patricia M	PML	4.60	\$2,760.00
Wilson, Eric	ERW	16.80	8,820.00
Saydah, Jr., Gilbert	GRS	12.20	4,819.00
Allen, Heather Elizabeth	HA	1.30	442.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 21, 2008  
Invoice No. 2337530

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$2,656.00
OTHER CHARGES:	\$0.20

**TOTAL AMOUNT DUE:** **\$2,656.20**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 21, 2008  
Invoice No. 2337530Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
10/01/08	Emails with R. Packer regarding document demand (.2); confer with H. Allen regarding stipulation to extend challenge period (.2).	ERW	0.40
10/06/08	Draft stipulation extending challenge period (.9); review DIP order regarding same (.3).	ERW	1.20
10/07/08	Review and comment on stipulation to extend challenge period.	ERW	0.30
10/09/08	Emails with B. Sandford regarding stipulation to extend challenge period.	ERW	0.20
10/10/08	Telephone call with B. Sandler regarding extension of challenge period (.3); emails with B. Sandler regarding conforming challenge period to local practice (.2).	ERW	0.50
10/10/08	Review correspondence from B. Sandler regarding stipulation extending lien challenge period.	HA	0.20
10/14/08	Email to J. Adams regarding Wachovia documents (.2); emails with H. Allen regarding stipulation to extend challenge period (.2); review documents received from Wachovia (.8).	ERW	1.20
10/14/08	Confer with E. Wilson regarding stipulation extending lien challenge period.	HA	0.20
10/15/08	Telephone call with R. Packer regarding status and request of bank documents.	ERW	0.20
10/16/08	Emails with J. Adams regarding suspension of review of bank documents.	ERW	0.20



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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

November 21, 2008

Page 2

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Date	Description	Att	Hours
10/20/08	Review as filed challenge extension stip.	ERW	0.40
10/28/08	Emails to H. Allen and J. Adams regarding inventory of bank documents.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
November 21, 2008  
Page 3

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Total Services for this Matter:	2,656.00
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Other Charges:	Amount
Duplication	\$0.20

Total Other Charges for this Matter:	0.20
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Total this Invoice	\$2,656.20
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

November 21, 2008

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	4.80	\$2,520.00
Allen, Heather Elizabeth	HA	0.40	136.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
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101 PARK AVENUE  
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(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT D**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: January 12, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**FOURTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM NOVEMBER 1, 2008 THROUGH NOVEMBER 30, 2008**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008 <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	November 1, 2008 through November 30, 2008 <sup>1</sup>
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$76,462.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$861.59

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's fourth monthly fee application in this case.

<sup>1</sup> Time billed for the preparation of previous fee applications, including time from October 2008, is included in this application.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08-8/31/08	\$47,625.50	\$0.00	\$38,100.40	\$0.00
11/04/08	9/01/08-9/30/08	\$51,456.00	\$1,061.23	\$41,164.80	\$1,061.23
11/26/08	10/01/08-10/31/08	\$34,438.50	\$157.50	\$0.00	\$0.00

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$525.00	60.7	\$31,867.50
Gilbert R. Saydah, Jr., Esquire	2000	Associate since 2008.	\$395.00	13.4	\$5,293.00
Jason R. Adams, Esquire	2001	Associate since 2008.	\$395.00	17.5	\$6,912.50
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$340.00	95.2	\$32,368.00
Marie Vicinanza, Legal Assistant	N/A	Legal Assistant since 2001.	\$215.00	0.1	\$21.50

**TOTAL HOURS BILLED: 186.9**

**TOTAL COMPENSATION: \$76,462.50**

**BLENDED RATE: \$409.11**

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	24.5	\$10,001.00
Retention Matters	6.4	\$2,805.00
Fee Matters <sup>2</sup>	30.8	\$11,220.00
Asset Disposition	98.3	\$41,736.00
Executory Contracts and Leases	0.7	\$275.00
Claims	25.5	\$10,150.50
Disclosure Statement and Plan of Reorganization	0.7	\$275.00
<b>Total</b>	<b>186.9</b>	<b>\$76,462.50</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 10/1/08 - 10/31/08
Duplication	In-house	\$111.80
Binding	In-house	\$8.00
Long Distance Telephone		\$24.73
Travel		\$270.10
Meals		\$33.57
PACER		\$208.32
Westlaw		\$205.07
<b>Total</b>		<b>\$861.59</b>

<sup>2</sup> Time billed for the preparation of previous fee applications, including time from October 2008, is included in this application.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: January 12, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**FOURTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM NOVEMBER 1, 2008 THROUGH NOVEMBER 30, 2008**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's

Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its fourth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from November 1, 2008 through November 30, 2008 (the "Application Period")<sup>3</sup>. In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant

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<sup>3</sup> Time billed for the preparation of previous fee applications, including time from October 2008, is included in this application.



to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137] *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including the Debtor's budget, projections, and documents relating to the sale of the Debtor's forging division;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case; and
- (c) providing legal advice regarding the Committee's powers and duties with respect to the management of property of the Debtor's estate.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys and paraprofessionals that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$10,001.00 - Total Hours: 24.5)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, Committee teleconferences, and Committee expense reimbursement. This category also includes time spent updating dockets, calendars and files.

#### **Retention Matters** - (Fees: \$2,805.00 - Total Hours: 6.4)

8. This category represents time spent preparing and coordinating applications for employment for Applicant, conflicts counsel and the Committee's financial advisors.

#### **Fee Matters** - (Fees: \$11,220.00 - Total Hours: 30.8)

9. This category represents time spent preparing and coordinating applications for compensation, including time spent in this category in October of 2008, which was inadvertently omitted from the October fee statement.

#### **Asset Disposition** - (Fees: \$41,736.00 - Total Hours: 98.3 )

10. This category represents time expended by Applicant with respect to the sale of certain of the Debtor's assets.

#### **Executory Contracts and Leases** - (Fees: \$275.00 - Total Hours: 0.7)

11. This category represents time expended by Applicant with respect to the disposition of the Debtor's executory contracts and leases.

**Claims** - (Fees: \$10,150.50- Total Hours: 25.5)

12. This category represents time expended by Applicant on all claims matters, including review of claims and potential or filed objections thereto.

**Disclosure Statement and Plan of Reorganization** - (Fees: \$275.00 - Total Hours: 0.7)

13. This category represents time expended by Applicant on matters related to disclosure statements, plans of reorganization, including motions to extend exclusive periods and discussion of potential terms.

**EXPENSES**

14. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$861.59. These disbursements are broken down into categories of charges included in attachments hereto.

15. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).

(b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.

### VALUATION OF SERVICES

16. Attorneys and paraprofessionals of Kelley Drye have billed a total of 186.9 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

17. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$76,462.50.

18. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

19. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

20. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

21. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

22. The fees billed for this Application Period total \$76,462.50 and the expenses incurred during this Application Period are \$861.59. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$61,170.00 and the expenses payable to Kelley Drye for the Application Period are \$861.59.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$61,170.00 and reimbursement of actual and necessary expenses incurred in the sum of \$861.59 for the period from November 1, 2008 through November 30, 2008, and such other relief as this Court deems just and proper.

Dated: December 22, 2008  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

/s/ Bradford J. Sandler

Bradford J. Sandler (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**

Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897


*Counsel to the Official Committee of  
Unsecured Creditors*

**AFFIDAVIT**

STATE OF NEW YORK                   :  
   :  
COUNTY OF NEW YORK            :

ss

ERIC R. WILSON, ESQUIRE, being duly sworn according to law, deposes and says that he is a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., and that he is authorized to make this Affidavit on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of his information, knowledge and belief; that he has reviewed the Local Bankruptcy Rules, and submits that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

  
\_\_\_\_\_  
Eric R. Wilson, Esquire

Sworn to and subscribed before  
me this 27 day of December 2008.

  
\_\_\_\_\_  
Notary Public

MARIE VICINANZA  
Notary Public, State of New York  
No. 4739750 - Orange County  
Commission Expires

014

1/30/09

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340711

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$10,001.00

OTHER CHARGES: \$515.29

**TOTAL AMOUNT DUE: \$10,516.29**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

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Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340711Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
11/01/08	Update memorandum regarding case status.	HA	0.30
11/03/08	Confer with H. Allen regarding status.	ERW	0.20
11/03/08	Confer with E. Wilson regarding status (.2); draft correspondence to committee regarding sale timeline (.3); telephone call with debtor's counsel regarding committee member expense reimbursement (.1).	HA	0.60
11/04/08	Confer with H. Allen regarding agenda (.2); review and comment on agenda (.2); emails with committee regarding sale call (.3).	ERW	0.70
11/04/08	Draft correspondence to committee regarding 11/5/08 teleconference (.1); office conference with E. Wilson regarding agenda for committee teleconference (.2); draft agenda for committee teleconference (.3); telephone call with debtor's counsel regarding committee expense reimbursement (.1); assist E. Wilson in preparation for 11/5/08 committee teleconference (.5).	HA	1.20
11/05/08	Participate in committee teleconference (.5); revise notice of information sharing procedures, per G. Saydah (.4); assist E. Wilson in preparation for 11/10/08 hearing (.5).	HA	1.40
11/06/08	Review and comment on committee information notice and provide comments to H. Allen.	ERW	0.20
11/07/08	Telephone call with debtor's counsel regarding committee member expense reimbursement (.1); draft correspondence to committee regarding 11/10/08 committee teleconference	HA	0.30



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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

December 17, 2008

Page 2

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Date	Description	Att	Hours
	(.2).		
11/09/08	Prepare outline for committee call.	ERW	0.80
11/10/08	Prepare for and conduct committee call regarding status of sale objection.	ERW	0.80
11/11/08	Draft statement of committee member expenses (.4); revise notice of information sharing procedures (.2).	HA	0.60
11/13/08	Review certification of counsel regarding omnibus hearing dates (.2); update critical dates memorandum (.3); confer with E. Wilson regarding 11/18/08 hearing (.2); assist E. Wilson in preparation for 11/18/08 hearing (.3); instructions to M. Vicinanza regarding 11/18/08 hearing (.2).	HA	1.20
11/14/08	Telephone call with H. Allen regarding status (.2); review omnibus hearing dates and agenda (.2); review and comment on status email to committee (.2).	ERW	0.60
11/14/08	Arrange for telephone appearance for 11/18/08 hearing.	M V	0.10
11/14/08	Draft correspondence to E. Wilson regarding 11/17/08 committee call (.1); review agenda for 11/18/08 hearing (.2); draft correspondence to committee regarding sale update and committee call and revise per instruction of E. Wilson (.3); confer with J. Adams regarding lien challenge period (.2); review correspondence from T. Gavin regarding case status (.2); telephone call with E. Wilson regarding status (.2).	HA	1.20
11/17/08	Review entered order regarding removal of actions and NHB retention (.2); review hearing binder preparatory to omnibus hearing (.2).	ERW	0.40
11/17/08	Review documents regarding committee expense request (.4); revise notice of information sharing procedures per E.	HA	1.40

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Matter 0001

December 17, 2008

Page 3

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Date	Description	Att	Hours
11/18/08	Wilson (.2); review entered order regarding extension of time to file notices of removal (.3); assist E. Wilson in preparation for 11/18/08 hearing (.5). Draft request for reimbursement of committee member expenses (.9); review correspondence from E. Wilson regarding debtor's deadline to file notices of removal of related proceedings (.2); further revise notice of information sharing procedures (.2); review correspondence from T. Gavin regarding case status (.1).	HA	1.40
11/18/08	Final review of information notice preparatory to filing (.1); prepare for and attend omnibus hearing (.7).	ERW	0.80
11/19/08	Confer with H. Allen regarding creditor information and status.	ERW	0.40
11/19/08	Review order setting omnibus hearing dates (.2); confer with B. Sandler and S. Van Dyk regarding notice and filing information sharing procedures notice (.5); confer with E. Wilson regarding case administration and status (.4); draft agenda for 11/24/08 committee call; draft internal notes for same (.6).	HA	1.70
11/20/08	Confer with H. Allen regarding status of various matters (.3); review H. Allen sale timeline schedule (.1); and agenda for committee call (.2); provide comments to H. Allen (.2).	ERW	0.80
11/20/08	Office conference with E. Wilson regarding case status, agenda and summary of pending motions (.3); confer with T. Gavin regarding debtor's monthly operating report (.2); revise agenda and draft correspondence to committee regarding 11/24/08 committee teleconference (.3).	HA	0.80
11/21/08	Review, revise and send status email to committee (.2);	ERW	0.70

# KELLEY DRYE & WARREN LLP

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Matter 0001

December 17, 2008

Page 4

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Date	Description	Att	Hours
	review revised recommendation regarding asset sales and agenda (.5).		
11/21/08	Confer with T. Gavin regarding 11/24/08 committee call.	HA	0.20
11/24/08	Pre-committee call with T. Gavin (.3); prepare for call and committee call (.9); follow-up call with F. DeFrancesco (.3); outline issues and prepare notes for call (.5); review operating report (.4).	ERW	2.40
11/24/08	Confer with E. Wilson regarding case status (.2); participate in committee teleconference (.5).	HA	0.70
11/25/08	Draft correspondence to creditors in response to inquiries.	HA	0.70
11/25/08	Draft agenda for 12/1/08 committee call.	HA	0.30
11/26/08	Review and comment on status email to committee.	ERW	0.10
11/26/08	Revise and send status email to committee.	HA	0.30
11/29/08	Confer with H. Allen regarding recently filed pleadings and upcoming hearing.	ERW	0.20
11/29/08	Confer with E. Wilson regarding case status and upcoming hearing.	HA	0.20
11/30/08	Draft summary of pending motions for committee.	HA	0.80

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0001

December 17, 2008

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Total Services for this Matter:	10,001.00
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Other Charges:	Amount
Duplication	\$11.40
Telephone	15.61
Long Distance Travel	270.10
Meals	9.86
Pacer	208.32

Total Other Charges for this Matter:	515.29
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Total this Invoice	\$10,516.29
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Attorney	Att	Hours	Amount
Vicinanza, Marie	M V	0.10	\$21.50
Wilson, Eric	ERW	9.10	4,777.50
Allen, Heather Elizabeth	HA	15.30	5,202.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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December 17, 2008  
Invoice No. 2340712

019231 Delfasco Corporation Creditors' Committee  
0002 Retention Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$2,805.00

OTHER CHARGES: \$9.80

**TOTAL AMOUNT DUE: \$2,814.80**

**TERMS: PAYMENT DUE UPON RECEIPT**

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December 17, 2008  
Invoice No. 2340712Client 019231  
Matter 0002 Retention Matters

Attorney: 05395

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**Legal Services Rendered**

Date	Description	Att	Hours
11/05/08	Telephone call with B. Sandler regarding retention issues.	HA	0.30
11/05/08	Telephone calls with B. Sandler regarding retention issues and conflicts.	ERW	0.30
11/07/08	Telephone call with B. Sandford regarding conflicts, standing and resolution (.3); telephone calls with potential conflicts counsel (.3).	ERW	0.60
11/10/08	Review retention papers preparatory to hearing regarding conflict issue.	ERW	0.40
11/12/08	Conference call with J. Adams, M. Minuti and R. Pollack regarding Wachovia issues.	ERW	0.60
11/14/08	Emails with R. Pollack regarding nonappearance at omnibus hearing and retention issues.	ERW	0.20
11/17/08	Review revised conflicts letter (.2); email traffic regarding same (.2).	ERW	0.40
11/17/08	Review order approving retention of Nachman Hays Brownstein (.1); telephone call with T. Gavin regarding same (.2).	HA	0.30
11/18/08	Draft certification of counsel regarding retention applications.	HA	0.40
11/19/08	Telephone call with R. Pollack regarding retention (.2); review and comment on Saul Ewing retention papers (.3).	ERW	0.50
11/19/08	Review docket for retention order and confer with B. Sandler regarding same (.3); review entered retention orders (.2).	HA	0.50

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Matter 0002

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Date	Description	Att	Hours
11/20/08	Review and revise Saul Ewing retention application per instruction of E. Wilson and forward to committee chair for review.	HA	0.50
11/21/08	Emails with S. Prociv regarding conflicts counsel.	ERW	0.20
11/24/08	Confer with R. Pollack, S. Prociv and R. Pollack regarding Saul Ewing retention application.	HA	0.50
11/25/08	Confer with E. Wilson regarding Saul Ewing retention application.	HA	0.20
11/25/08	Confer with H. Allen regarding Saul retention.	ERW	0.20
11/30/08	Correspondence with committee regarding Saul Ewing retention.	HA	0.30



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Client 019231

Matter 0002

December 17, 2008

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Total Services for this Matter:	2,805.00
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Other Charges:	Amount
Duplication	\$9.80
Total Other Charges for this Matter:	9.80
Total this Invoice	\$2,814.80

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Matter 0002

December 17, 2008

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	3.40	\$1,785.00
Allen, Heather Elizabeth	HA	3.00	1,020.00

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December 17, 2008  
Invoice No. 2340713

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$11,220.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$11,220.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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December 17, 2008  
Invoice No. 2340713Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
10/08/08	Review September prebills preparatory to October statement.	ERW	0.80
10/09/08	Summarize interim compensation procedures.	HA	0.70
10/10/08	Review Nachman invoice.	ERW	0.20
10/17/08	Review H. Allen summary of interim compensation proceeding (.1) emails with T. Brown and S. Yoder regarding revised interim comp order (.2); review same (.2).	ERW	0.50
10/20/08	Review as entered interim comp order (.2); confer with J. Bergman regarding fee applications (.2).	ERW	0.40
10/20/08	Analyze monthly fee applications; email correspondence with B. Sandler, Delaware local counsel, regarding same.	HA	0.40
10/23/08	Begin drafting first monthly fee application (1.9); review local rules regarding same (.5).	HA	2.40
10/24/08	Review interim compensation order (.3); confer with G. Saydah regarding local practice regarding monthly fee applications (.3); review local rules and local form regarding monthly fee application requirements (1.2); draft and revise monthly fee applications (3.4); confer with E. Wilson regarding monthly fee applications (.3).	HA	5.50
10/28/08	Confer with G. Saydah regarding revisions to monthly fee applications (.7); draft second monthly fee application (2.2).	HA	2.90
10/29/08	Revise first monthly fee application per G. Saydah (1.5); complete second monthly fee application (1.1).	HA	2.60
10/30/08	Review KDW first and secured monthly fee applications (.4); provide comments to H. Allen (.2).	ERW	0.60

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Matter 0003

December 17, 2008

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Date	Description	Att	Hours
10/30/08	Confer with E. Wilson regarding first and second monthly fee applications (.4); revise first and second monthly fee applications per comments and prepare for filing (1.8); confer with local counsel regarding fee applications (.3).	HA	2.50
10/31/08	Draft affidavit in support of monthly fee applications (.6); confer with E. Wilson regarding affidavit verifying fee applications(.3).	HA	0.90
11/03/08	Review interim compensation order regarding deadlines for interim fee applications (.3); email to committee regarding fee applications (.2).	HA	0.50
11/04/08	Confer with E. Wilson regarding monthly intermi fee applications.	HA	0.20
11/11/08	Draft correspondence to E. Wilson regarding third monthly fee application and first interim,	HA	0.20
11/18/08	Review correspondence from E. Wilson regarding Nachman fee statements.	HA	0.10
11/20/08	Briefly review Potter Anderson fee statements.	ERW	0.20
11/21/08	Begin drafting third monthly file application (.8); confer with E. Wilson regarding monthly fee applications (.2).	HA	1.00
11/25/08	Draft and revise monthly fee application and confer with G. Saydah and E. Wilson regarding same (2.2); finalize same for filing (.6); draft notice of third monthly fee application and confer with G. Saydah regarding same (.6).	HA	3.40
11/25/08	Review and revise third monthly fee application and prepare for filing (1.5); email E. Wilson and confer with H. Allen re same (.3).	GRS	1.80
11/25/08	Confer with H. Allen regarding Saul retention.	ERW	0.20
11/26/08	Review third monthly fee application and affidavit (.2);	ERW	0.40

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Client 019231

Matter 0003

December 17, 2008

Page 3

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Date	Description	Att	Hours
11/26/08	emails with S. Yoder regarding payment issues (.2). Revise third monthly fee application procedures (.6); confer with B. Sandler and E. Wilson regarding filing of third monthly fee application (.3); review correspondence from E. Wilson regarding third monthly fee application (.2); draft correspondence to S. VanDyk regarding payment on monthly fee applications (.1).	HA	1.20
11/26/08	Coordinate revisions to and filing of third KDW monthly fee application.	GRS	0.70
11/30/08	Confer with local counsel and debtor's counsel regarding certificate of no objection regarding monthly fee applications (.2); confer with E. Wilson regarding filing of monthly fee applications (.2); draft correspondence to debtor's counsel regarding payment on monthly fee applications (.1).	HA	0.50
Total Services for this Matter:			11,220.00
Total this Invoice			\$11,220.00

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Matter 0003

December 17, 2008

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	3.30	\$1,732.50
Saydah, Jr., Gilbert	GRS	2.50	987.50
Allen, Heather Elizabeth	HA	25.00	8,500.00

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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December 17, 2008  
Invoice No. 2340714

019231 Delfasco Corporation Creditors' Committee  
0005 Asset Disposition

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$41,736.00

OTHER CHARGES: \$327.38

**TOTAL AMOUNT DUE: \$42,063.38**

**TERMS: PAYMENT DUE UPON RECEIPT**

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JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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December 17, 2008  
Invoice No. 2340714Client 019231  
Matter 0005 Asset Disposition

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
11/01/08	Email to H. Allen regarding critical dates (.2); confer with E. Wilson regarding bid procedures and sale motion (.2); review of filed bid procedures and sale motion and APA (.8).	GRS	1.20
11/02/08	Review procedures motion, asset purchase agreement and related objections.	HA	2.10
11/02/08	Continue review bid procedures and sale motion and compile list of possible objections.	GRS	2.40
11/03/08	Review G. Saydah summary of sale papers.	ERW	0.20
11/03/08	Office conferences with G. Saydah regarding sale objection (.6); draft objection to sale (2.1); review correspondence from E. Wilson and purchaser's counsel regarding changes to bid procedures and sale motion and asset purchase agreement (.5); review order approving debtor's motion to shorten time regarding bidding procedures (.2); review correspondence from G. Saydah regarding bid procedures and sale motion and asset purchase agreement (.2); confer with G. Saydah regarding objection (.4).	HA	4.00
11/03/08	Review and comment on draft objection.	GRS	1.40
11/04/08	Conference calls with H. Allen and G. Saydah regarding sale objection.	ERW	0.50
11/04/08	Office conference with G. Saydah and E. Wilson regarding sale objection (.5); draft and revise sale objection (2.2); telephone call with T. Gavin regarding sale process (.2).	HA	2.90

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Matter 0005

December 17, 2008

Page 2

Date	Description	Att	Hours
11/04/08	Confer with E. Wilson and H. Allen regarding sale objection (.5); email S. Yoder regarding status of sale negotiations (.8).	GRS	1.30
11/05/08	Perform legal research and draft sale objection (.3); revise sale objection per G. Saydah (2.6); confer with E. Wilson and G. Saydah regarding sale status call (.3); strategy conference with E. Wilson regarding sale objection (.4); office conferences with E. Wilson and G. Saydah regarding changes to sale objection (.9); review correspondence from debtor's counsel regarding bid documents and appraisals (.2); review correspondence from G. Saydah and E. Wilson regarding purchase price adjustment regarding sale (.2); review correspondence from U.S. Trustee's office regarding objections to sale (.2).	HA	4.90
11/05/08	Prepare for conference call and conference call with committee regarding status and sale issues (.9); prepare outline of issues for committee call (.8); review latest sale documents and draft objection preparatory to committee call (.8); telephone calls and emails with T. Gavin regarding sale issues (.3); emails with S. Yoder and T. Brown regarding status call and bid packages (.4); email from J. McMahon regarding objection to sale (.2); emails with T. Gavin and T. Brown regarding call with P. Kadlecsek (.2); conferences with H. Allen and G. Saydah regarding objections (.5).	ERW	4.10
11/05/08	Conferences with E. Wilson and H. Allen regarding sale objection issues (.9), email T. Gavin regarding accounting methodology (.2); email S. Yoder regarding marketing materials (.2); review and revise draft sale objection (3.3).	GRS	4.60

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Matter 0005

December 17, 2008

Page 3

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Date	Description	Att	Hours
11/06/08	Revise sale objection per comments of E. Wilson, read, cite check and prepare for filing (5.2); assist E. Wilson in preparation for 11/10/08 hearing (.8); office conference with E. Wilson regarding changes to sale objection (.5); review agenda for 11/10/08 hearing (.3); confer with committee member regarding sale status (.3).	HA	7.10
11/06/08	Telephone call with S. Yoder regarding comments to sale documents and objection (.5); review and comment on various iterations of procedures objection (1.6); provide comments to objection to H. Allen (.5); emails with J. McMahon and S. Yoder regarding sale issues (.2); review sale documents regarding objection (.8).	ERW	3.60
11/07/08	Confer with debtor's counsel regarding appraisals and solicitation packages (.3); review pleadings and summarize cases including Zestra regarding allowability of break-up fees (1.0); review correspondence from local counsel regarding service of bid procedures objection (.3); review and further revise asset purchase agreement (.7); draft correspondence regarding objection to bidding procedures (.2); review amended agenda for 11/10/08 hearing (.3); draft correspondence to buyer's counsel regarding sale objection (.2); telephone call with E. Wilson regarding settlement of sale objection (.3); draft correspondence to committee regarding settlement of sale objection (.5); review correspondence from T. Gavin regarding purchase price adjustment issue (.2).	HA	4.00
11/07/08	Prepare for conference call and conference call with S. Yoder and T. Skallas regarding resolution of objection (.8);	ERW	2.90

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Matter 0005

December 17, 2008

Page 4

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Date	Description	Att	Hours
	review revised agreement and objection (.8); emails with T. Gavin regarding inventory adjustment (.2); email from T. Skallas regarding revised agreement and forward to group with comments (.2); review H. Allen summary of Zestra case regarding termination fees (.3); telephone call with H. Allen regarding settlement (.3); telephone call with H. Allen regarding sale update to committee and solicitation materials (.3).		
11/08/08	Emails with T. Gavin and S. Yoder regarding open sale issues.	ERW	0.20
11/09/08	Confer with T. Gavin, S. Prociv and E. Wilson regarding solicitation materials and appraisals (.5); confer with E. Wilson regarding 11/10/08 hearing on bid procedures (.4); confer with E. Wilson regarding 11/10/08 committee conference call (.3); review correspondence from S. Yoder regarding solicitation materials and appraisals (.2); review correspondence from E. Wilson and debtor's counsel regarding settlement of bid procedures objection and revised order (.6); review latest revised asset purchase agreement (.5).	HA	2.50
11/09/08	Status emails to committee (.3); read revised procedures order (.2), revised procedures (.3), purchase agreement (no redline against prior version) (1.1); provide extensive comments to S. Yoder and T. Skallas via email (1.1); emails with T. Gavin regarding purchase price adjustment (.2); emails with G. MacConail (.2), S. Yoder (.2) and T. Skallas (.2) regarding open issues for contested hearing; prepare outline for oral argument regarding bid procedures and	ERW	5.20

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Page 5

Date	Description	Att	Hours
11/10/08	purchase agreement (1.4). Prepare for Committee teleconference (.7); participate in Committee teleconference (.4); confer with T. Gavin and Committee members regarding sale approvals (.6); received call from E. Wilson and T. Gavin regarding revised asset purchase agreement (.5); telephone calls with E. Wilson regarding results of bidding procedures hearing (.5); calls to Committee members regarding results of bidding procedures hearing (.5); review revised order, certification of counsel and revise draft (.9).	HA	4.10
11/10/08	Further emails with T. Gavin regarding purchase price adjustment (.2); call with H. Allen regarding revised asset purchase agreement (.5); review revised sale documents and committee objection preparatory to hearing (1.1); attend omnibus hearing and meetings with debtor and buyer regarding settlement of procedures objection (4.5); emails with R. Packer regarding revised agreement (.2); emails with S. Prociv regarding appraisals (.2); emails with G. MacConaill regarding revised sale documents per possible settlement (.2); telephone calls to H. Allen regarding disposition of hearing and updates to committee (.5).	ERW	7.40
11/11/08	Revise critical date regarding revised bid procedures (.2); review correspondence from E. Wilson, debtor's counsel and buyer's counsel regarding revised bidding procedures and asset purchase agreement (1.3); confer with E. Wilson regarding same (.4); draft correspondence to committee regarding elimination of purchase price adjustment (.5); review bylaws regarding committee chair's authority to	HA	3.30

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December 17, 2008

Page 6

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Date	Description	Att	Hours
11/11/08	consent to change in sale terms (.3); review buyer's comments to asset purchase agreement (.4); confer with E. Wilson regarding buyer's comments to revised asset purchase agreement (.2). Review and comment on revised bid procedures order (.3), bid procedures (.2) and purchase agreement (.4); provide comments to H. Allen (.2); telephone call with T. Gavin regarding marketing of Modern bid (.2); emails with T. Gavin regarding liquidation analysis (.2); review and comment on debtor's mark-up of sale documents (.3); emails with S. Yoder (.9), T. Skallas (.3) and P. Kadlacek (.3) regarding Modern retrade of deal; telephone calls with P. Zisser and S Yoder regarding same (.7); confer with H. Allen regarding same (.4); telephone call with S. Prociv regarding status and manner of proceeding (.3).	ERW	4.70
11/12/08	Conferences with H. Allen regarding committee's approval of change in sale terms due to Modern (.6); telephone calls and emails with S. Yoder (1.6) and committee members (1.2) regarding Modern retrade of deal; review prior drafts of sale documents regarding proposed changes to tax proration, etc. (1.1); review solicitation documents and appraisals regarding proposed purchase price adjustments (.5); review various iterations of documents regarding further settlement discussions (.9).	ERW	5.90
11/12/08	Telephone calls with committee members regarding sale terms (.7); review revised documents and email traffic regarding sale terms and modern changes (1.7).	HA	2.40
11/13/08	Review purchase agreement with buyer's comments (.3);	ERW	2.70

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Page 7

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Date	Description	Att	Hours
11/13/08	emails with S. Yoder regarding same and adjustment of purchase price regarding tax proration (.6); review final procedures order and procedures (.3); emails with S. Yoder (.3) and conferences with H. Allen (.3) regarding last minute revisions to sale documents; status emails with T. Gavin (.1); review proposed teaser (.1); review solicitation package and appraisals regarding purchase price adjustment (.5); emails with T. Skallas regarding final documents (.2). Confer with S. Yoder regarding sale terms (.5); review correspondence from committee member regarding sale terms (.1); review final draft of bidding procedures order and confer with E. Wilson and S. Yoder regarding comments thereto (.7); review filed bid procedures and asset purchase agreement (.6); confer with T. Gavin regarding bid procedures (.3); summarized entered order approving bid procedures (.2).	HA	2.40
11/14/08	Email summary from H. Allen regarding as filed sale documents.	ERW	0.20
11/17/08	Confer with H. Allen regarding review of de minimis asset sales papers.	ERW	0.40
11/17/08	Review debtor's motion to establish procedures for miscellaneous asset sales (.8); confer with E. Wilson regarding sale timeline (.2); draft memorandum regarding sale timeline (.8).	HA	1.80
11/18/08	Briefly review de minimis asset sale's motion (.3); order (.3) and proposed notice (.2); emails with T. Gavin regarding sale status and liquidation analysis (.2); emails with T. Gavin and S. Briggs regarding bidders (.2).	ERW	1.20

# KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
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AFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0005

December 17, 2008

Page 8

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Date	Description	Att	Hours
11/19/08	Provide comments to de minimis procedures to H. Allen (.2); confer with T. Gavin regarding sale status (.2).	ERW	0.40
11/19/08	Draft summary of miscellaneous asset sale procedures for committee (.9); confer with E. Wilson regarding miscellaneous asset sale procedures (.4); draft correspondence to debtor's counsel regarding comments to miscellaneous asset sale producers (.4); revise sale timeline (.5).	HA	2.20
11/20/08	Emails with S. Yoder regarding de minimis asset sales.	ERW	0.20
11/20/08	Review correspondence from S. Yoder regarding committee comments to procedures for miscellaneous asset sales.	HA	0.20
11/21/08	Confer with H. Allen regarding failure to file schedules (.2); emails with S. Yoder regarding comments to sales procedures (.2).	ERW	0.40
11/21/08	Review correspondence from E. Wilson and S. Yoder regarding committee comments to miscellaneous asset sale procedures (.2); confer with S. Yoder and E. Wilson regarding missing schedules to asset purchase agreement (.3).	HA	0.50
11/24/08	Confer with H. Allen and T. Gavin regarding asset sales.	ERW	0.20
11/24/08	Confer with S. Yoder regarding comments to debtor's asset sale procedures and missing schedules to asset purchase agreement (.2); telephone call with committee member and T. Gavin regarding sale update (.3); strategy conference with T. Gavin and E. Wilson (.2).	HA	0.70
11/25/08	Review correspondence from T. Gavin regarding liquidation versus sale value (.2); draft correspondence to committee regarding sale update (.2).	HA	0.40



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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0005

December 17, 2008

Page 9

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Date	Description	Att	Hours
11/25/08	Emails with T. Gavin regarding sale issues (.2); further emails with S. Yoder regarding de minimis asset sales (.2); emails with T. Gavin and H. Allen regarding potential liquidation value sales objection (.3).	ERW	0.70
11/26/08	Emails with S. Yoder regarding acceptance of changes to de minimis sales procedures.	ERW	0.20
11/28/08	Emails to H. Allen regarding schedules.	ERW	0.20
11/29/08	Confer with E. Wilson regarding missing schedules to APA.	HA	0.20
11/29/08	Confer with H. Allen regarding schedules.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0005

December 17, 2008

Page 10

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Total Services for this Matter:	41,736.00
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Other Charges:	Amount
Duplication	\$90.60
Meals	23.71
Binding	8.00
Westlaw Research	205.07

Total Other Charges for this Matter:	327.38
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Total this Invoice	\$42,063.38
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0005

December 17, 2008

Page 11

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	41.70	\$21,892.50
Saydah, Jr., Gilbert	GRS	10.90	4,305.50
Allen, Heather Elizabeth	HA	45.70	15,538.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340715

019231 Delfasco Corporation Creditors' Committee  
0006 Executory Contracts and Leases

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$275.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$275.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340715Client 019231  
Matter 0006 Executory Contracts and Leases

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
11/25/08	Review debtor's motion to extend period to assume or reject unexpired leases and summarize for committee.	HA	0.50
11/25/08	Briefly review motion to extend time regarding leases.	ERW	0.20
Total Services for this Matter:			275.00
Total this Invoice			\$275.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0006

December 17, 2008

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.20	\$105.00
Allen, Heather Elizabeth	HA	0.50	170.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340716

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$10,150.50

OTHER CHARGES: \$9.12

**TOTAL AMOUNT DUE: \$10,159.62**

**TERMS: PAYMENT DUE UPON RECEIPT**

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NEW YORK, NEW YORK 10154  
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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340716Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
11/04/08	Begin review and inventory loan documents and discovery material supplied by bank with regards to potential challenge of bank's claims and liens (4.2); confer with E. Wilson regarding same (.2).	JRA	4.40
11/04/08	Confer with J. Adams regarding status of file review.	ERW	0.20
11/05/08	Inventory of documents produced by Wachovia.	JRA	2.50
11/05/08	Confer with J. Adams regarding document inventory.	ERW	0.20
11/06/08	Continue review and inventory documents supplied by bank.	JRA	3.40
11/07/08	Conference with Bank counsel regarding refusal to extend challenge deadline and documents which were not produced.	JRA	0.50
11/07/08	Confer with E. Wilson and J. Adams regarding motion for standing to challenge liens and to extend challenge period.	HA	0.70
11/07/08	Conference call with K. Mayer regarding status of document production and extension of challenge period (.3); telephone call with S. Yoder regarding challenge period and standing (.3).	ERW	0.60
11/10/08	Perform legal research regarding motion for standing to challenge liens and to extend challenge period.	HA	1.80
11/10/08	Continue initial cataloging of documents produced by Wachovia.	JRA	1.40
11/11/08	Finalize review and inventory of Wachovia documents and outline documents provided (2.8); email correspondence with counsel for Wachovia regarding missing documents	JRA	3.10



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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

December 17, 2008

Page 2

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Date	Description	Att	Hours
11/11/08	(.3). Begin draft motion for standing and to extend challenge period (1.6); draft correspondence to committee regarding conflicts counsel (.4); confer with E. Wilson regarding conflicts counsel (.2).	HA	2.20
11/12/08	Conference with E. Wilson, R. Pollack and M. Minuti regarding transition of Wachovia investigation.	JRA	0.60
11/12/08	Follow up conference with R. Pollack regarding turnover of documents supplied by Wachovia and catalog inventory of documents received.	JRA	0.30
11/13/08	Correspondence with R. Pollack regarding review of documents	JRA	0.10
11/17/08	Draft letter to R. Pollack regarding transition of investigation.	JRA	0.80
11/17/08	Revise letter to R. Pollack regarding transition of matter.	JRA	0.40
11/17/08	Confer with E. Wilson and J. Adams regarding extension of lien challenge period.	HA	0.20
11/19/08	Emails with T. Gavin regarding Wachovia analysis.	ERW	0.20
11/20/08	Telephone call with R. Pollack regarding transition, missing documents.	ERW	0.20
11/21/08	Conference call with H. Allen, M. Minuti and R. Pollack regarding committee approval of standing stipulation and extension of challenge period (.8); review and execute stipulation (.2); email traffic regarding same (.2).	ERW	1.20
11/21/08	Confer with E. Wilson and Saul Ewing regarding stipulation extending lien challenge period.	HA	0.30
11/24/08	Emails to H. Allen regarding bar date.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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AFFILIATE OFFICE:  
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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
December 17, 2008  
Page 3

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Total Services for this Matter:	10,150.50
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Other Charges:	Amount
Telephone	\$9.12

Total Other Charges for this Matter:	9.12
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Total this Invoice	\$10,159.62
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**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

December 17, 2008

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.80	\$1,470.00
Allen, Heather Elizabeth	HA	5.20	1,768.00
Adams, Jason R	JRA	17.50	6,912.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340717

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$275.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$275.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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(212) 808-7800

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ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

December 17, 2008  
Invoice No. 2340717Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
11/25/08	Review debtor's motion to extend exclusivity.	HA	0.50
11/25/08	Briefly review motion to extend exclusivity and summarize for committee.	ERW	0.20
Total Services for this Matter:			275.00
Total this Invoice			\$275.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

December 17, 2008

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.20	\$105.00
Allen, Heather Elizabeth	HA	0.50	170.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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## **EXHIBIT E**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: February 16, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**FIFTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM DECEMBER 1, 2008 THROUGH DECEMBER 31, 2008**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008 <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	December 1, 2008 through December 31, 2008
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$23,851
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$103.36

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's fifth monthly fee application in this case.



If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08-8/31/08	\$47,625.50	\$0.00	\$38,100.40	\$0.00
11/04/08	9/01/08-9/30/08	\$51,456.00	\$1,061.23	\$41,164.80	\$1,061.23
11/26/08	10/01/08-10/31/08	\$34,438.50	\$157.50	\$27,550.80	\$157.50
12/22/08	11/01/08-11/30/08	\$76,462.50	\$861.59	\$61,170.00	\$861.59

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$525.00	23.9	\$12,547.50
Gilbert R. Saydah, Jr., Esquire	2000	Associate since 2008.	\$395.00	0.9	\$355.50
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$340.00	32.2	\$10,948.00

**TOTAL HOURS BILLED: 57**

**TOTAL COMPENSATION: \$23,851**

**BLENDED RATE: \$418.44**

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	18	\$7,489.00
Retention Matters	2.2	\$1,025.50
Fee Matters	13	\$4,976.50
Asset Disposition	11.3	\$4,870.50
Claims	9.8	\$4,220.00
Disclosure Statement and Plan of Reorganization	0.8	\$420.00
Environmental Matters	1.9	\$849.50
<b>Total</b>	<b>57</b>	<b>\$23,851</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 12/1/08 - 12/31/08
Duplication	In-house	\$18.00
Long Distance Telephone		\$55.26
Postage		\$0.59
Travel		\$6.00
Meals		\$23.51
<b>Total</b>		<b>\$103.36</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: February 16, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**FIFTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM DECEMBER 1, 2008 THROUGH DECEMBER 31, 2008**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its fifth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from December 1, 2008 through December 31, 2008 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137] *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including the Debtor's budget, projections, and documents relating to the sale of the Debtor's forging division and environmental issues;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case; and
- (c) providing legal advice regarding the Committee's powers and duties with respect to the management of property of the Debtor's estate.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys and paraprofessionals that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$7,489.00 - Total Hours: 18.0)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, Committee teleconferences, and Committee expense reimbursement. This category also includes time spent updating dockets, calendars and files.

#### **Retention Matters** - (Fees: \$1,025.50 – Total Hours: 2.2)

8. This category represents time spent preparing and coordinating applications for employment for Applicant, Committee conflicts counsel and the Committee's financial advisors.

#### **Fee Matters** - (Fees: \$4,976.50 - Total Hours: 13.0)

9. This category represents time spent preparing and coordinating applications for compensation, including time spent in this category in October of 2008, which was inadvertently omitted from the October fee statement.

#### **Asset Disposition** - (Fees: \$4,870.50 - Total Hours: 11.3 )

10. This category represents time expended by Applicant with respect to the sale of the Debtor's forge division to Modern Forge.

**Claims** - (Fees: \$4,220.00- Total Hours: 9.8)

11. This category represents time expended by Applicant on all claims matters, including review of claims by Wachovia and Ryerson and potential or filed objections thereto.

**Disclosure Statement and Plan of Reorganization** - (Fees: \$420.00 - Total Hours: 0.8)

12. This category represents time expended by Applicant on matters related to disclosure statements, plans of reorganization, including motions to extend exclusive periods and discussion of potential terms.

**Environmental Matters** - (Fees: \$849.50 - Total Hours: 1.9)

13. This category represents time expended by Applicant on matters related to the Debtor's environmental issues, including review of pleadings filed by the Environmental Protection Agency related to the Grand Prairie, Texas site.

**EXPENSES**

14. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$103.36. These disbursements are broken down into categories of charges included in attachments hereto.

15. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).

(b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a

normal meal period.

### VALUATION OF SERVICES

16. Attorneys and paraprofessionals of Kelley Drye have billed a total of 57 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

17. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$23,851.

18. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

19. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

20. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

21. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

22. The fees billed for this Application Period total \$23,851 and the expenses incurred during this Application Period are \$103.36. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$19,080.80 and the expenses payable to Kelley Drye for the Application Period are \$103.36.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$23,851 and reimbursement of actual and necessary expenses incurred in the sum of \$103.36 for the period from December 1, 2008 through December 31, 2008, and such other relief as this Court deems just and proper.

Dated: January 28, 2009

**KELLEY DRYE & WARREN LLP**

/s/ Eric R. Wilson

Eric R. Wilson, Esq.

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*



**AFFIDAVIT**

STATE OF NEW YORK           :

  :           ss

COUNTY OF NEW YORK       :

ERIC R. WILSON, ESQUIRE, being duly sworn according to law, deposes and says that he is a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., and that he is authorized to make this Affidavit on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of his information, knowledge and belief; that he has reviewed the Local Bankruptcy Rules, and submits that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.



Eric R. Wilson, Esquire

Sworn to and subscribed before  
me this 27 day of January 2009.



Notary Public

MARIE J. CINANZA  
Notary Public, State of New York  
No. 4739750 - Orange County  
Commission Expires 7/30/09

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5336107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
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AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343327

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$7,489.00

OTHER CHARGES: \$39.90

**TOTAL AMOUNT DUE: \$7,528.90**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343327Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
12/01/08	Review and comment on summary of pleadings and recommendation (.2); emails with committee regarding recommendations regarding recently filed pleadings (.2).	ERW	0.40
12/01/08	Draft summary of recently filed motions and recommendations per E. Wilson.	HA	0.40
12/03/08	Draft correspondence in response to creditor inquiries (.3); draft correspondence to committee regarding 12/10/08 committee call (.2); draft agenda for 12/10/08 committee call (.2).	HA	0.70
12/04/08	Read and comment on agenda and status email to committee (.2); telephone call with B. Sandford regarding hearing coverage (.2).	ERW	0.40
12/08/08	Emails with H. Allen regarding critical dates and creditor inquiries.	ERW	0.90
12/08/08	Revise critical dates memorandum (.5); review order shortening time on bar date motion (.1); revise summary of bar date motion (.4).	HA	1.00
12/09/08	Confer with H. Allen regarding committee meeting preparations.	ERW	0.30
12/09/08	Revise talking points for committee call of 12/10/08 (.3); revise critical dates memorandum (.4); prepare talking points for 12/10/08 committee call (.4); confer with E. Wilson regarding preparation for 12/10/08 committee call (.3).	HA	1.40
12/10/08	Participate in committee conference call (.4); prepare for	HA	0.60

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

January 23, 2009

Page 2

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Date	Description	Att	Hours
	committee conference call (.2).		
12/15/08	Review omnibus agenda.	ERW	0.20
12/15/08	Review correspondence from committee members regarding claims process (.2); confer with E. Wilson and M. Vicinanza regarding 12/17/08 hearing (.4); review agenda for 12/17/08 hearing (.2).	HA	0.80
12/16/08	Call with H. Allen regarding agenda (.2); review pleadings, CNOS and entered orders preparatory to omnibus hearing (.8); emails with Nachman regarding committee call (.5).	ERW	1.50
12/16/08	Assist E. Wilson in preparation for 12/17/08 hearing (.5); briefly review orders entered on uncontested matters (.3); draft correspondence to committee members regarding proofs of claim (.2); confer with E. Wilson regarding orders entered in advance of 12/17/08 hearing (.2); telephone conference with E. Wilson regarding case status (.2); draft agenda for 12/19/08 committee call (.3).	HA	1.70
12/17/08	Prepare for and attend omnibus hearing (.4); review and comment on agenda (.2).	ERW	0.60
12/17/08	Office conference with E. Wilson regarding 12/19/08 committee call and result of 12/17/08 hearing (.2); revise agenda and draft correspondence to committee regarding 12/19/08 conference call (.3); review correspondence from committee member regarding 12/19/08 committee call (.2); draft outline for 12/19/08 committee call (.4).	HA	1.10
12/18/08	Emails with T. Gavin and R. Pollack preparatory to committee call (.2); review updated status, dates chart (.2).	ERW	0.40
12/19/08	Prepare for call and call with committee (.9); outline issues for call, EPA complaint (.8); confer with H. Allen regarding	ERW	1.90

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

January 23, 2009

Page 3

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Date	Description	Att	Hours
12/19/08	critical dates and review updated chart (.2). Update critical dates memo (.3); prepare for committee teleconference (.2); participate in committee call (.7).	HA	1.20
12/21/08	Emails with S. Prociv (.2); and H. Allen (.1) regarding disposition of committee call.	ERW	0.30
12/21/08	Review correspondence from E. Wilson regarding committee member status inquiry.	HA	0.20
12/22/08	Calls with committee members and unsecured creditor regarding case status.	HA	0.40
12/22/08	Review monthly operating report.	HA	0.30
12/23/08	Confer with T. Gavin regarding operating report.	HA	0.20
12/23/08	Review monthly operating report.	ERW	0.50
12/26/08	Draft correspondence to committee member regarding case update (.4); update internal contact list (.2).	HA	0.60

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Client 019231  
Matter 0001  
January 23, 2009  
Page 4

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Total Services for this Matter: 7,489.00

Other Charges:	Amount
Duplication	\$10.40
Telephone	29.50

Total Other Charges for this Matter: 39.90

Total this Invoice \$7,528.90

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Delfasco Corporation Creditors' Committee

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Matter 0001

January 23, 2009

Page 5

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	7.40	\$3,885.00
Allen, Heather Elizabeth	HA	10.60	3,604.00

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343328

019231 Delfasco Corporation Creditors' Committee  
0002 Retention Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,025.50

OTHER CHARGES: \$6.00

**TOTAL AMOUNT DUE: \$1,031.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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January 23, 2009  
Invoice No. 2343328Client 019231  
Matter 0002 Retention Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
12/10/08	Review and summarize Wachovia's reservation of rights regarding Saul Ewing retention application (.6); confer with H. Allen regarding Wachovia objection to Saul retention and email regarding Ryerson motion (.2).	ERW	0.80
12/10/08	Confer with E. Wilson regarding reservation and Ryerson.	HA	0.20
12/12/08	Review certification of counsel regarding Saul Ewing retention and summarize same.	HA	0.50
12/14/08	Review revised Saul retention order.	ERW	0.20
12/17/08	Review Saul retention papers and Wachovia reservation preparatory to hearing.	ERW	0.50

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Client 019231

Matter 0002

January 23, 2009

Page 2

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Total Services for this Matter:	1,025.50
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Other Charges:	Amount
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Cab Service	\$6.00
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Total Other Charges for this Matter:	6.00
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Total this Invoice	\$1,031.50
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**KELLEY DRYE & WARREN LLP**

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Matter 0002

January 23, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	1.50	\$787.50
Allen, Heather Elizabeth	HA	0.70	238.00

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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343329

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,976.50

OTHER CHARGES: \$24.86

**TOTAL AMOUNT DUE: \$5,001.36**

**TERMS: PAYMENT DUE UPON RECEIPT**

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January 23, 2009  
Invoice No. 2343329Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
12/02/08	Briefly review fee applications filed by debtor's professionals.	HA	0.40
12/12/08	Review November bills preparatory to December fee application (.8); confer with H. Allen regarding fee applications (.3).	ERW	1.10
12/12/08	Review correspondence from T. Gavin regarding Nachman fee cap and confer with E. Wilson regarding same (.3); confer with E. Wilson regarding fee applications (.3).	HA	0.60
12/14/08	Revise committee expense application.	HA	0.50
12/15/08	Emails with T. Gavin regarding fee cap.	ERW	0.20
12/18/08	Emails to H. Allen regarding nonopposition to KDW fees (.2); confer with H. Allen regarding Nachman fee cap (.3).	ERW	0.50
12/18/08	Draft fourth monthly fee application (1.4); confer with S. Van Dyk regarding certificate of no objection (.2); confer with E. Wilson regarding Nachman fees (.3); confer with G. Saydah regarding fourth monthly fee application (.4).	HA	2.30
12/19/08	Email to T. Gavin regarding fee cap (.2); review December statement regarding recommendation to committee (.2).	ERW	0.40
12/19/08	Confer with E. Wilson regarding fee applications (.4); complete fourth monthly fee application (2.1).	HA	2.50
12/19/08	Review and revise Delfasco fee application and send to E. Wilson.	GRS	0.70
12/21/08	Emails with S. Yoder regarding fee issues (.2); review and comment on fourth fee statement (.3); forward comments to	ERW	0.60

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Client 019231

Matter 0003

January 23, 2009

Page 2

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Date	Description	Att	Hours
12/21/08	H. Allen (.1). Review comments from E. Wilson regarding fourth monthly fee application; (.2); confer with S. Van Dyk regarding filing same (.2).	HA	0.40
12/22/08	Revise fourth fee application per E. Wilson and prepare for filing.	HA	0.60
12/29/08	Confer with G. Saydah regarding fee applications.	HA	0.40
12/29/08	Correspondence with counsel for the debtors regarding payment of outstanding invoices.	HA	0.60
12/30/08	Begin drafting first interim fee application.	HA	1.20

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Matter 0003

January 23, 2009

Page 3

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Total Services for this Matter:

4,976.50

## Other Charges:

## Amount

Postage

\$0.59

Telephone

0.76

Meals

23.51

Total Other Charges for this Matter:

24.86

Total this Invoice

\$5,001.36

**KELLEY DRYE & WARREN LLP**

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Matter 0003

January 23, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.80	\$1,470.00
Saydah, Jr., Gilbert	GRS	0.70	276.50
Allen, Heather Elizabeth	HA	9.50	3,230.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
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101 PARK AVENUE  
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(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343330

019231 Delfasco Corporation Creditors' Committee  
0005 Asset Disposition

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,870.50

OTHER CHARGES: \$32.60

**TOTAL AMOUNT DUE: \$4,903.10**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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January 23, 2009  
Invoice No. 2343330Client 019231  
Matter 0005 Asset Disposition

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
12/01/08	Confer with H. Allen regarding status of schedules (.2); review sale critical dates (.1); emails with S. Yoder regarding sale status and modern schedules (.2).	ERW	0.50
12/01/08	Confer with S. Yoder and T. Brown-Edwards regarding missing schedules to APA (.2); review correspondence from E. Wilson and debtor's counsel regarding miscellaneous asset sale procedures (.2).	HA	0.40
12/02/08	Emails from T. Brown regarding status of document request and sales (.2); email to committee regarding sale status (.1).	ERW	0.30
12/02/08	Review sale procedures and email H. Allen regarding bids and auction.	GRS	0.20
12/02/08	Confer with debtor's counsel regarding miscellaneous asset sale procedures and missing schedules to APA (.2); confer with E. Wilson, G. Saydah and debtor's counsel regarding bidding activity (.7); draft correspondence to committee counsel regarding no bids received (.2); review correspondence from T. Gavin and H. Serrano regarding bidding activity (.2).	HA	1.30
12/03/08	Review APA schedules.	HA	0.80
12/03/08	Confer with H. Allen regarding de minimus asset sales order comments.	ERW	0.20
12/04/08	Confer with E. Wilson regarding sale hearing (.2); revise agenda regarding 12/10/08 committee call (.1); review agenda for 12/8/08 hearing (.3); briefly review proposed sale	HA	1.10

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Client 019231

Matter 0005

January 23, 2009

Page 2

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Date	Description	Att	Hours
12/05/08	order (.3); confer with debtor's counsel regarding proposed order on miscellaneous asset sale procedures (.2). Review final schedules to APA (.5); comment on modern sale order (.8); emails with G. MacConail regarding revised sale order (.2); telephone call with H. Allen regarding APA schedules (.2).	ERW	1.70
12/05/08	Review proposed de minimus asset sale order (.2); confer with E. Wilson regarding schedules (.2).	HA	0.40
12/08/08	Email to G. McConnail regarding revised modern sale order (.2); prepare for and attend hearing on modern sale (.6).	ERW	0.80
12/08/08	Review entered sale order (.3); confer with debtor's counsel regarding sale closing (.2); review correspondence from debtor's counsel regarding sale order (.2); draft correspondence to committee regarding sale status (.3).	HA	1.00
12/09/08	Telephone call with T. Brown regarding closing and funding (.3); call with T. Gavin regarding status and post sale strategy (.2); emails with S. Yoder regarding closing and funding (.2); emails with H. Allen regarding disposition of de minimus sale order (.2).	ERW	0.90
12/09/08	Review filed certification of counsel regarding miscellaneous asset sale procedures (.2); telephone call with T. Gavin regarding lien investigation and post-closing issues (.4).	HA	0.60
12/10/08	Prepare for call and call with committee (.8); follow-up with S. Prociv (.3).	ERW	1.10

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0005

January 23, 2009

Page 3

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Total Services for this Matter:	4,870.50
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Other Charges:	Amount
Duplication	\$7.60
Telephone	25.00

Total Other Charges for this Matter:	32.60
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Total this Invoice	\$4,903.10
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**KELLEY DRYE & WARREN LLP**

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0005

January 23, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	5.50	\$2,887.50
Saydah, Jr., Gilbert	GRS	0.20	79.00
Allen, Heather Elizabeth	HA	5.60	1,904.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343331

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,220.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$4,220.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343331Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
12/04/08	Emails with H. Allen regarding status of bank lien challenge.	ERW	0.20
12/04/08	Confer with R. Pollack regarding status of lien investigation.	HA	0.20
12/05/08	Briefly review bar date motion.	ERW	0.40
12/07/08	Review debtor's motion to set bar dates and form of notice ( 8); summarize same ( 3).	HA	1.10
12/08/08	Review and comment on email and summary of bar date motion to committee ( 2); review bar date motion ( 3); proposed order ( 2) and exhibits ( 2); call with creditor regarding bar date ( 2).	ERW	1.10
12/08/08	Review correspondence from R. Pollack regarding status of bank lien investigation.	HA	0.20
12/10/08	Review motion for allowance of administrative claim.	HA	0.50
12/15/08	Emails with R. Pollack regarding claims against Wachovia.	ERW	0.20
12/15/08	Review correspondence from Saul Ewing regarding status of bank lien investigation ( 3); confer with E. Wilson regarding claims ( 2).	HA	0.50
12/15/08	Emails with S. Prociw regarding claims ( 2); confer with H. Allen regarding same ( 2).	ERW	0.40
12/16/08	Emails to H. Allen regarding claims from for committee members ( 2); read and analyze Saul memo regarding Wachovia claims analysis ( 9).	ERW	1.10
12/16/08	Review memorandum from Saul Ewing regarding bank lien challenge.	HA	0.50
12/18/08	Review order setting bar date and revised proof of claim	HA	0.30

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

January 23, 2009

Page 2

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Date	Description	Att	Hours
12/19/08	form. Review Ryerson motion and confer with H. Allen regarding recommendation (.4); emails with R. Pollack regarding notice to company and bank of no challenge (.2).	ERW	0.60
12/19/08	Draft correspondence to committee regarding claims and bar date (.2); draft correspondence to committee regarding Ryerson administrative claim motion (.2); confer with E. Wilson regarding Ryerson administrative claim motion (.2); draft to debtor's counsel regarding Ryerson administrative claim motion (.3).	HA	0.90
12/22/08	Emails with committee members regarding bank lien.	ERW	0.80
12/23/08	Confer with debtor's counsel regarding Ryerson claim motion (.3); review correspondence from debtor's counsel regarding confirmation of Ryerson claim amount (.1).	HA	0.40
12/26/08	Confer with debtor's counsel regarding rejection claim motion.	HA	0.40
Total Services for this Matter:			4,220.00
Total this Invoice			\$4,220.00



**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

January 23, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	4.80	\$2,520.00
Allen, Heather Elizabeth	HA	5.00	1,700.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343332

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$420.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$420.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6335107

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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343332Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att.	Hours
12/09/08	Emails with T. Gavin and T. Brown regarding status of document request.	ERW	0.20
12/12/08	Emails with T. Brown and T. Gavin regarding status of document request.	ERW	0.20
12/18/08	Emails with T. Gavin regarding plan issues.	ERW	0.20
12/23/08	Emails with T. Brown regarding status of document request.	ERW	0.20
Total Services for this Matter:			420.00
Total this Invoice			\$420.00

**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

January 23, 2009

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.80	\$420.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343333

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$849.50
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$849.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

January 23, 2009  
Invoice No. 2343333Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
12/15/08	Emails with S. Yoder and M. Donnellan regarding EPA complaint.	ERW	0.20
12/15/08	Review correspondence from debtors's counsel regarding EPA complaint (.1); review complaint filed by EPA (.7).	HA	0.80
12/16/08	Read and evaluate EPA complaint.	ERW	0.90
Total Services for this Matter:			849.50
Total this Invoice			\$849.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

January 23, 2009

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	1.10	\$577.50
Allen, Heather Elizabeth	HA	0.80	272.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT F**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: March 18, 2009 at 4:00 p.m.

**SIXTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM JANUARY 1, 2009 THROUGH JANUARY 31, 2009**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008 <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	January 1, 2009 through January 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$21,296.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$306.79

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's sixth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08-8/31/08	\$47,625.50	\$0.00	\$38,100.40	\$0.00
11/04/08	9/01/08-9/30/08	\$51,456.00	\$1,061.23	\$41,164.80	\$1,061.23
11/26/08	10/01/08-10/31/08	\$34,438.50	\$157.50	\$27,550.80	\$157.50
12/22/08	11/01/08-11/30/08	\$76,462.50	\$861.59	\$61,170.00	\$861.59
1/28/09	12/1/08-12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	13.8	\$7,797.00
Gilbert R. Saydah, Jr., Esquire	2000	Associate since 2008.	\$440	6.6	\$2,904.00
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$360	21.9	\$7,884.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	8.9	\$2,625.50
Marie Vicinanza	N/A	Paralegal since 2002.	\$215	0.4	\$86.00

**TOTAL HOURS BILLED:** 51.6

**TOTAL COMPENSATION:** \$21,296.50

**BLENDED RATE:** \$412.72

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	10.2	\$4,656.00
Fee Matters	15.7	\$6,672.00
Asset Disposition	1.0	\$442.00
Claims	1.7	\$694.00
Avoidance Actions	3.6	\$1,305.00
Disclosure Statement and Plan of Reorganization	0.4	\$226.00
Environmental Matters	19.0	\$7,301.50
<b>Total</b>	<b>51.6</b>	<b>\$21,296.50</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 12/1/08 - 12/31/08
Duplication	In-house	\$24.90
Long Distance Telephone		\$30.00
Online Legal Research	Westlaw	\$215.60
Courier		\$36.29
<b>Total</b>		<b>\$306.79</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DELFASCO, INC.,

Debtor.

)  
)  
)  
)  
)  
)  
)

Chapter 11

Case No. 08-11578 (MFW)

Response Deadline: March 18, 2009 at 4:00 p.m.

**SIXTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM JANUARY 1, 2009 THROUGH JANUARY 31, 2009**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its sixth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from January 1, 2009 through January 31, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137] *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including the Debtor's budget, projections, and documents relating to the sale of the Debtor's assets and environmental issues;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case; and
- (c) providing legal advice regarding the Committee's powers and duties with respect to the management of property of the Debtor's estate.

## **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys and paraprofessionals that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

### **General Case Administration** - (Fees: \$4,656.00 - Total Hours: 10.2)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports, Committee teleconferences, and Committee expense reimbursement. This category also includes time spent updating dockets, calendars and files.

### **Fee Matters** - (Fees: \$6,672.00 - Total Hours: 15.7)

8. This category represents time spent preparing and coordinating applications for compensation and review of applications filed, including the application of Quantum for fees incurred in connection with the sale of the Debtor's forge division to Modern Forge.

### **Asset Disposition** - (Fees: \$442.00 - Total Hours: 1.0 )

9. This category represents time expended by Applicant with respect to *de minimis* and miscellaneous asset sales.

### **Claims** - (Fees: \$694.00- Total Hours: 1.7)

10. This category represents time expended by Applicant on all claims matters, including review of claims by the IRS and Ryerson and potential or filed objections thereto.

### **Avoidance Actions** - (Fees: \$1,305.00 – Total Hours: 3.6)

11. This category represents time spent reviewing insider transactions and possible avoidance actions.

**Disclosure Statement and Plan of Reorganization** - (Fees: \$226.00 - Total Hours: 0.4)

12. This category represents time expended by Applicant on matters related to disclosure statements and plans of reorganization, including coordinating information requests with the Committee's financial advisors.

**Environmental Matters** - (Fees: \$7,301.50 - Total Hours: 19.0)

13. This category represents time expended by Applicant on matters related to the Debtor's environmental issues, including review and analysis of pleadings filed by the Environmental Protection Agency related to the Grand Prairie, Texas site.

**EXPENSES**

14. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$306.79. These disbursements are broken down into categories of charges included in attachments hereto.

15. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).

(b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.

### **VALUATION OF SERVICES**

16. Attorneys and paraprofessionals of Kelley Drye have billed a total of 51.6 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

17. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$21,296.50.

18. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

19. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

20. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

21. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.



22. The fees billed for this Application Period total \$21,296.50 and the expenses incurred during this Application Period are \$306.79. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$17,037.20 and the expenses payable to Kelley Drye for the Application Period are \$306.79.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$21,296.50 and reimbursement of actual and necessary expenses incurred in the sum of \$306.79 for the period from January 1, 2009 through January 31, 2009, and such other relief as this Court deems just and proper.

Dated: February 26, 2009

**KELLEY DRYE & WARREN LLP**

/s/ Eric R. Wilson

Eric R. Wilson  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief. Executed on February 25, 2009.

  
Eric R. Wilson, Esquire

**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
CHICAGO

NEW YORK  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345625

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

**FEES:** \$4,656.00

**OTHER CHARGES:** \$39.50

**TOTAL AMOUNT DUE:** **\$4,695.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
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JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8338107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345625Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
01/04/09	Update critical dates memorandum.	HA	0.30
01/05/09	Review updated critical dates chart (.1); confer with H. Allen regarding status (.2).	ERW	0.30
01/05/09	Confer with E. Wilson regarding case status.	HA	0.20
01/06/09	Confer with H. Allen regarding upcoming omni.	ERW	0.20
01/07/09	Confer with M. Vicinanza regarding 10/13/08 hearing and prepare materials.	HA	0.60
01/09/09	Review and comment on status email to committee.	ERW	0.20
01/09/09	Draft correspondence to committee regarding case update.	HA	0.30
01/14/09	Emails with T. Gavin regarding status.	ERW	0.20
01/15/09	Draft correspondence to financial advisor regarding 1/20/09 committee call (.2); draft agenda for 1/20/09 committee call (.3); prepare for and confer with E. Wilson regarding case status (.3); telephone call with committee members regarding scheduling committee call (.3).	HA	1.10
01/15/09	Confer with H. Allen regarding status (.2); emails with H. Allen regarding status and scheduling committee meeting (.4); review and comment on agenda for call (.2).	ERW	0.80
01/16/09	Draft talking points for 1/20/09 committee call.	HA	0.30
01/20/09	Participate in committee call (.6); prepare for committee call (.2); office conference with E. Wilson regarding case status (.2); confer with E. Wilson and T. Gavin regarding monthly operating report for December, 2008 (.2).	HA	1.20
01/20/09	Committee call with T. Gavin (.2); prepare for call and call	ERW	1.40

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA**Delfasco Corporation Creditors' Committee****Client 019231****Matter 0001****February 17, 2009****Page 2**

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Date	Description	Att	Hours
	with committee (.9); review and comment on call outline (.3).		
01/21/09	Confer with H. Allen regarding open issues and communications with committee member.	ERW	0.40
01/21/09	Confer with E. Wilson regarding status update to committee member (.4); confer with E. Wilson and T. Gavin regarding Debtor's operating report (.3).	HA	0.70
01/22/09	Review monthly operating report.	ERW	0.40
01/23/09	Telephone call with T. Brown regarding status and manner of proceeding.	ERW	0.50
01/23/09	Confer with E. Wilson regarding motions filed.	HA	0.20
01/27/09	Draft correspondence to committee member regarding case status update and committee call.	HA	0.50
01/28/09	Review and comment on update to committee.	ERW	0.20
01/30/09	Emails regarding docket monitoring going forward.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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<b>Total Services for this Matter:</b>	<b>4,656.00</b>
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<b>Other Charges:</b>	<b>Amount</b>
<b>Duplication</b>	<b>\$9.50</b>
<b>Telephone</b>	<b>30.00</b>

<b>Total Other Charges for this Matter:</b>	<b>39.50</b>
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<b>Total this Invoice</b>	<b>\$4,695.50</b>
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**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA**Delfasco Corporation Creditors' Committee****Client 019231****Matter 0001****February 17, 2009****Page 4**

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	4.80	\$2,712.00
Allen, Heather Elizabeth	HA	5.40	1,944.00

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 806-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345626

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

**FEES:** \$6,672.00

**OTHER CHARGES:** \$0.00

**TOTAL AMOUNT DUE:** \$6,672.00

**TERMS: PAYMENT DUE UPON RECEIPT**

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ABA # 021-000-021  
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February 17, 2009  
Invoice No. 2345626Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
01/04/09	Complete drafting of first interim fee application.	HA	1.30
01/05/09	Emails with G. Saydah regarding fee application.	ERW	0.20
01/05/09	Revise first interim fee application.	HA	0.90
01/08/09	Review and revise first quarterly fee application.	GRS	1.70
01/09/09	Review and comment on first quarterly fee application (.2); provide comments to G. Saydah (.2).	ERW	0.40
01/09/09	Confer with G. Saydah regarding interim fee application.	HA	0.20
01/13/09	Revise first interim fee application (.3); confer with local counsel regarding interim and monthly fee applications (.2); confer with G. Saydah and E. Wilson regarding first interim fee application (.3).	HA	0.80
01/13/09	Review and revise fee application.	GRS	0.80
01/14/09	Confer with local counsel regarding first interim fee application.	HA	0.50
01/15/09	Briefly review Quantum Management fee application.	HA	0.20
01/20/09	Review bills preparatory to January statement.	ERW	0.60
01/21/09	Confer with G. Saydah regarding Quantum fee application (.2); briefly review invoices (.2).	ERW	0.40
01/21/09	Review fee application filed by Quantum Management (.6), Quantum's retention application (.3) and confer with E. Wilson regarding same (.3).	GRS	1.20
01/22/09	Confer with H. Allen regarding issues with Quantum fee application to be addressed by E. Wilson with Debtors' counsel, need to follow up regarding whether objection is	GRS	0.20

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
February 17, 2009  
Page 2

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Date	Description	Att	Hours
01/22/09	necessary. Confer with G. Saydah and E. Wilson regarding 5th fee application.	HA	0.20
01/23/09	Emails with S. Yoder regarding Quantum fees.	ERW	0.20
01/26/09	Review time entries for fee application and confer with H. Allen regarding same.	GRS	0.60
01/27/09	Draft correspondence to local counsel regarding fifth monthly fee application (.2); draft fifth monthly fee application (1.4); confer with G. Saydah regarding revisions to fifth monthly fee application (.4); revise fifth monthly fee application (.4).	HA	2.40
01/27/09	Review and revise fee application and confer with E. Wilson and H. Allen regarding same.	GRS	2.10
01/27/09	Review and comment on fifth monthly fee application (.2); provide comments to G. Saydah (.2).	ERW	0.40
01/29/09	Review correspondence from Debtor regarding Quantum fees.	HA	0.20
01/30/09	Review Thompson fee statement.	ERW	0.20
Total Services for this Matter:			6,672.00
Total this Invoice			\$6,672.00

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.40	\$1,356.00
Saydah, Jr., Gilbert R	GRS	6.60	2,904.00
Allen, Heather Elizabeth	HA	6.70	2,412.00

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ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
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Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345627

019231 Delfasco Corporation Creditors' Committee  
0005 Asset Disposition

**ACCOUNT SUMMARY AND REMITTANCE FORM**

**FEES:** \$442.00

**OTHER CHARGES:** \$36.29

**TOTAL AMOUNT DUE:** \$478.29

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
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**Invoice No. 2345627****Client 019231**  
**Matter 0005 Asset Disposition****Attorney: 05395****Page 1****Legal Services Rendered**

Date	Description	Att	Hours
01/23/09	Review notices of asset sales.	ERW	0.20
01/23/09	Confer with E. Wilson regarding miscellaneous asset sales.	HA	0.20
01/26/09	Draft correspondence to committee regarding miscellaneous asset sales (.3); review correspondence from committee member regarding debtor's sale of miscellaneous assets (.1).	HA	0.40
01/26/09	Review and comment on de minimis sales recommendation.	ERW	0.20

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**Client 019231**

**Matter 0005**

**February 17, 2009**

**Page 2**

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<b>Total Services for this Matter:</b>	<b>442.00</b>
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<b>Other Charges:</b>	<b>Amount</b>
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<b>Courier</b>	<b>\$36.29</b>
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<b>Total Other Charges for this Matter:</b>	<b>36.29</b>
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<b>Total this Invoice</b>	<b>\$478.29</b>
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**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0005

February 17, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.40	\$226.00
Allen, Heather Elizabeth	HA	0.60	216.00

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ABA # 021-000-021  
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Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345628

019231 Delfasco Corporation Creditors' Committee  
0007 Avoidance Actions

**ACCOUNT SUMMARY AND REMITTANCE FORM**

<b>FEES:</b>	<b>\$1,305.00</b>
<b>OTHER CHARGES:</b>	<b>\$215.60</b>

**TOTAL AMOUNT DUE: \$1,520.60**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-048110  
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February 17, 2009  
Invoice No. 2345628Client 019231  
Matter 0007 Avoidance Actions

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
01/28/09	Confer with J. Farrah regarding insider transaction.	ERW	0.20
01/29/09	Meeting with E. Wilson regarding possibility of avoidance for prior transactions (.2); case law research regarding same (2.5).	JEF	2.70
01/30/09	Read use of stock redemption as settlement avoidable transfer (.5); emails with T. Gavin and T. Brown regarding insider transaction documents (.2).	ERW	0.70

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0007  
February 17, 2009  
Page 2

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<b>Total Services for this Matter:</b>	<b>1,305.00</b>
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<b>Other Charges:</b>	<b>Amount</b>
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<b>Westlaw Research</b>	<b>\$215.60</b>
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<b>Total Other Charges for this Matter:</b>	<b>215.60</b>
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<b>Total this Invoice</b>	<b>\$1,520.60</b>
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MUMBAI, INDIA**Delfasco Corporation Creditors' Committee****Client 019231****Matter 0007****February 17, 2009****Page 3**

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<b>Attorney</b>	<b>Att</b>	<b>Hours</b>	<b>Amount</b>
<b>Wilson, Eric</b>	<b>ERW</b>	<b>0.90</b>	<b>\$508.50</b>
<b>Farrah, James E</b>	<b>JEF</b>	<b>2.70</b>	<b>796.50</b>

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 806-7800**PAYMENT BY WIRE:**  
JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:** 135-048110  
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Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345629

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

**FEES:** \$694.00

**OTHER CHARGES:** \$0.00

**TOTAL AMOUNT DUE:** \$694.00

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
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**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
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February 17, 2009  
Invoice No. 2345629Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
01/05/09	Confer with H. Allen regarding Ryerson motion.	ERW	0.20
01/05/09	Confer with E. Wilson regarding Ryerson administrative claim motion.	HA	0.20
01/06/09	Draft correspondence to committee regarding bar date (.3); confer with committee member regarding claims process (.6).	HA	0.90
01/13/09	Emails to H. Allen regarding IRS claim.	ERW	0.20
01/13/09	Review notice of withdrawal of IRS claim.	HA	0.20
Total Services for this Matter:			694.00
Total this Invoice			\$694.00

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Client 019231

Matter 0008

February 17, 2009

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.40	\$226.00
Allen, Heather Elizabeth	HA	1.30	468.00

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Delfasco Corporation Creditors' Committee

February 10, 2009  
Invoice No. 2345118

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$226.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$226.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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Delfasco Corporation Creditors' Committee

February 10, 2009  
Invoice No. 2345118Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
01/05/09	Emails with T. Gavin regarding document review.	ERW	0.20
01/07/09	Telephone call with T. Gavin regarding document review and claims analysis.	ERW	0.20
Total Services for this Matter:			226.00
Total this Invoice			\$226.00

**KELLEY DRYE & WARREN LLP**

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<b>Attorney</b>	<b>Att</b>	<b>Hours</b>	<b>Amount</b>
<b>Wilson, Eric</b>	<b>ERW</b>	<b>0.40</b>	<b>\$226.00</b>

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Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345630

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$7,301.50

OTHER CHARGES: \$40.66

**TOTAL AMOUNT DUE: \$7,342.16**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8338107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 17, 2009  
Invoice No. 2345630Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
01/06/09	Emails with S. Yoder regarding next steps.	ERW	0.20
01/07/09	Confer with T. Gavin regarding EPA complaint.	HA	0.20
01/08/09	Office conference with E. Wilson regarding EPA issues (.3); perform research regarding answer to complaint in environmental bankruptcies (2.0).	HA	2.30
01/08/09	Telephone call with T. Brown regarding answer to EPA complaint (.2); briefly review complaint (.2); confer with H. Allen regarding same (.2).	ERW	0.60
01/09/09	Confer with H. Allen regarding status of document review.	ERW	0.20
01/09/09	Perform additional research regarding environmental issue (.6); confer with E. Wilson and debtor's counsel regarding environmental research (.2).	HA	0.80
01/12/09	Read objection to motion to withdraw reference.	ERW	0.20
01/12/09	Telephone calls with debtor's counsel regarding environmental issues (.5); review Asarco complaint per debtor's counsel (.3).	HA	0.80
01/13/09	Confer with E. Wilson regarding status of EPA complaint and related issues (.4); review EPA's motion to withdraw reference and debtor's response to same (.9).	HA	1.30
01/14/09	Briefly review EPA motion to determine status (.3); to withdraw reference (.3) and debtor's answer to complaint (.3); emails to T. Brown regarding answer (.2).	ERW	1.10
01/14/09	Review debtor's answer to EPA complaint (.5); draft correspondence to committee regarding environmental issues	HA	0.90

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6338107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

February 17, 2009

Page 2

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Date	Description	Att	Hours
	(.4).		
01/14/09	Prepare and file notice of appearance regarding US v. Delfasco.	M V	0.40
01/16/09	Draft correspondence to committee regarding case status and environmental issues.	HA	0.30
01/20/09	Emails with T. Brown regarding status and coordination (.2); read and reply to objection to withdrawal (.3); emails with T. Brown regarding status call (.2).	ERW	0.70
01/21/09	Research regarding RCRA injunction as bankruptcy claim.	ERW	0.80
01/23/09	Additional RCRA research.	ERW	0.50
01/23/09	Confer with J. Farrah regarding environmental research (.3); confer with J. Farrah regarding environmental issues (.4).	HA	0.70
01/23/09	Research into environmental claims and strategy utilized by the EPA in bankruptcies.	JEF	1.50
01/26/09	Confer with J. Farrah regarding environmental issues.	HA	0.60
01/26/09	Review removal motion.	ERW	0.20
01/26/09	Research into environmental claims and strategy utilized by the EPA in bankruptcies (4.1); confer with H. Allen regarding same (.6).	JEF	4.70

**KELLEY DRYE & WARREN LLP**

**FEDERAL ID NO. 19-8338107**

**WASHINGTON  
CHICAGO**

**NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS**

**AFFILIATE OFFICE:  
MUMBAI, INDIA**

**Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
February 17, 2009  
Page 3**

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**Total Services for this Matter: 7,301.50**

<b>Other Charges:</b>	<b>Amount</b>
<b>Duplication</b>	<b>\$15.40</b>
<b>Meals</b>	<b>25.26</b>

**Total Other Charges for this Matter: 40.66**

**Total this Invoice \$7,342.16**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8338107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

February 17, 2009

Page 4

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Attorney	Att	Hours	Amount
Vicinanza, Marie	M V	0.40	\$86.00
Wilson, Eric	ERW	4.50	2,542.50
Farrah, James E	JEF	6.20	1,829.00
Allen, Heather Elizabeth	HA	7.90	2,844.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 138-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT G**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DELFASCO, INC.,

Debtor.

)  
) Chapter 11  
)

) Case No. 08-11578 (MFW)  
)

) Response Deadline: April 16, 2009 at 4:00 p.m.  
) Hearing Date: Only if Objection(s) are filed  
)

**SEVENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM FEBRUARY 1, 2009 THROUGH FEBRUARY 28, 2009**

Name of Applicant:

Kelley Drye & Warren LLP

Authorized to Provide Professional  
Services to:

The Official Committee of Unsecured  
Creditors

Date of Retention:

November 18, 2008 *nunc pro tunc* to  
August 11, 2008

Period for which Compensation and  
Reimbursement of Expenses is Sought

February 1, 2009 through  
February 28, 2009

Amount of Compensation Sought as  
Actual, Reasonable and Necessary

\$24,048.00

Amount of Expense Reimbursement  
Sought As Actual, Reasonable and  
Necessary:

\$1,518.77

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in  
Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's seventh monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08-8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08-9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08-10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08-11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08-12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 – 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	17.4	\$9,831.00
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$480	16.0	\$7,680.00
Gilbert R. Saydah, Jr., Esquire	2000	Associate since 2008.	\$440	4.8	\$2,112.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	15.0	\$4,425.00

**TOTAL HOURS BILLED:** 53.2

**TOTAL COMPENSATION:** \$24,048.00

**BLENDED RATE:** \$452.03

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	7.8	\$3,831.50
Fee Matters	6.6	\$3,191.50
Avoidance Actions	12.6	\$4,743.00
Claims	1.0	\$430.00
Disclosure Statement and Plan of Reorganization	0.6	\$339.00
Environmental Matters	24.6	\$11,513.00
<b>Total</b>	<b>53.2</b>	<b>\$24,048.00</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 2/1/09 - 2/28/09
Duplication	In-house	\$81.20
Long Distance Telephone		\$39.96
Online Legal Research	Westlaw	\$1,297.29
Pacer		\$100.32
<b>Total</b>		<b>\$1,518.77</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DELFASCO, INC.,

Debtor.

)  
) Chapter 11  
)

) Case No. 08-11578 (MFW)  
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) Response Deadline: April 16, 2009 at 4:00 p.m.  
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**SEVENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM FEBRUARY 1, 2009 THROUGH FEBRUARY 28, 2009**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its seventh monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from February 1, 2009 through February 28, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137] *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including the Debtor's budget, projections, and documents relating to the sale of the Debtor's assets and environmental issues;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case; and
- (c) providing legal advice regarding the Committee's powers and duties with respect to the management of property of the Debtor's estate.

## **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

### **General Case Administration** - (Fees: \$3,831.50 - Total Hours: 7.8)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating dockets, calendars and files.

### **Fee Matters** - (Fees: \$3,191.50 - Total Hours: 6.6)

8. This category represents time spent preparing and coordinating applications for compensation and review of applications filed, including the application of Quantum for fees incurred in connection with the sale of the Debtor's forge division to Modern Forge.

### **Avoidance Actions** - (Fees: \$4,743.00 - Total Hours: 12.6)

9. This category represents time spent reviewing insider transactions and possible avoidance actions.

### **Claims** - (Fees: \$430.00 - Total Hours: 1.0)

10. This category represents time expended by Applicant on all claims matters, including review of claims of the Environmental Protection Agency and potential objections thereto.

### **Disclosure Statement and Plan of Reorganization** - (Fees: \$339.00 - Total Hours: 0.6)

11. This category represents time expended by Applicant on matters related to disclosure statements and plans of reorganization, including coordinating information requests with the Committee's financial advisors.

**Environmental Matters - (Fees: \$11,513.00 - Total Hours: 24.6)**

12. This category represents time expended by Applicant on matters related to the Debtor's environmental issues, including review and analysis of pleadings filed by the Environmental Protection Agency related to the Grand Prairie, Texas site and coordination of efforts with counsel for the Debtor in the pending adversary proceeding filed by the United States of America.

**EXPENSES**

13. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$1,518.77. These disbursements are broken down into categories of charges included in attachments hereto.

14. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).

(b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.

(c) Legal research charges are billed to the client at cost. The Westlaw charges incurred during the Application Period relate to research regarding avoidance actions.

### **VALUATION OF SERVICES**

15. Attorneys and paraprofessionals of Kelley Drye have billed a total of 53.2 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

16. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$24,048.00.

17. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

18. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

19. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

20. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.



21. The fees billed for this Application Period total \$24,048.00 and the expenses incurred during this Application Period are \$1,518.77. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$19,238.40 and the expenses payable to Kelley Drye for the Application Period are \$1,518.77.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$24,048.00 and reimbursement of actual and necessary expenses incurred in the sum of \$1,518.77 for the period from February 1, 2009 through February 28, 2009, and such other relief as this Court deems just and proper.

Dated: March 26, 2009  
Wilmington, Delaware

**KELLEY DRYE & WARREN LLP**

/s/ Gilbert R. Saydah Jr.

Gilbert R. Saydah Jr. (DE Bar No. 4304)

Eric R. Wilson

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

and

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

Bradford J. Sandler (No. 4142)

PNC Bank Center

222 Delaware Avenue, Suite 801

Wilmington, DE 19801

Tel: (302) 442-7010

Fax: (302) 442-7012

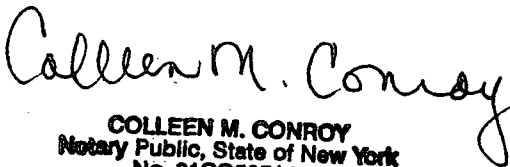
*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief. Executed on March <sup>26</sup> 2009.

  
Eric R. Wilson, Esquire

  
COLLEEN M. CONROY  
Notary Public, State of New York  
No: 01CO5051453  
Qualified in QUEENS County  
Commission Expires NOVEMBER 6, 2009

**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348558

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$3,831.50
OTHER CHARGES:	\$139.56

**TOTAL AMOUNT DUE:** **\$3,971.06**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**  
KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**  
JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348558Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
02/02/09	Conference with E. Wilson regarding legal research and monitoring court filings going forward.	JEF	0.10
02/02/09	Review pleadings for impact.	ERW	0.20
02/03/09	Monitor the docket and assess impact of daily filings on the overall case.	JEF	0.10
02/03/09	Review notice of omnibus hearing dates.	ERW	0.20
02/09/09	Emails with B. Pittmen and G. McBride regarding substitution with G. McBride (.3); confer with J. Farrah regarding transition of matter and monitoring (.2).	ERW	0.50
02/10/09	Monitor docket for critical dates and update internal calendar to reflect impact on clients (.8); discuss preparation of materials for omnibus hearing on 2/17 with G. Saydah (.3).	JEF	1.10
02/10/09	Emails with W. Cavers and T. Brown regarding preparation for omnibus hearing (.5); emails with G. Saydah and J. Farrah regarding preparation for hearing (.2).	ERW	0.70
02/11/09	Confer with E. Wilson regarding materials for hearing for E. Wilson (0.3); review docket and email E. Wilson regarding same (0.2).	GRS	0.50
02/17/09	Review pleadings and applications preparatory to omnibus hearing (.4); participate in omnibus hearing (.8).	ERW	1.20
02/18/09	Emails with S. Yoder and T. Brown regarding status call (.2); emails with committee regarding status call (.3).	ERW	0.50
02/19/09	Email from T. Gavin regarding cash position.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335197

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

March 17, 2009

Page 2

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Date	Description	Att	Hours
02/20/09	Emails with committee members regarding meeting (.2); review and update critical dates chart (.2).	ERW	0.40
02/23/09	Analyze docket (.2); contact committee members regarding conference call (.2).	JEF	0.40
02/23/09	Prepare for call and status call with committee (1.1); emails with T. Gavin regarding post call issues (.2).	ERW	1.30
02/24/09	Emails with committee members regarding follow-up from meeting.	ERW	0.20
02/24/09	Analyze pleadings for impact on clients; email E. Wilson regarding critical filings.	JEF	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

March 17, 2009

Page 3

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Total Services for this Matter:	3,831.50
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Other Charges:	Amount
Duplication	\$19.30
Telephone	39.51
Binding	1.55
Pacer	79.20

Total Other Charges for this Matter:	139.56
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Total this Invoice	\$3,971.06
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6338107

WASHINGTON  
CHICAGONEW YORK  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

March 17, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	5.40	\$3,051.00
Farrah, James E	JEF	1.90	560.50
Saydah, Jr., Gilbert R	GRS	0.50	220.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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WASHINGTON  
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STAMFORD  
PARSIPPANY  
BRUSSELS

**AFFILIATE OFFICES**  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348559

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

**FEES:** \$3,191.50

**OTHER CHARGES:** \$62.11

**TOTAL AMOUNT DUE:** **\$3,253.61**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

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**ACCOUNT #:** 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348559Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
02/03/09	Emails regarding clarification of fees of Quantum fee application.	ERW	0.20
02/04/09	Read Saul first fee application.	ERW	0.20
02/09/09	Emails with S. Yoder regarding nonopposition to Quantum (.2); review January bills preparatory to February statement (.6); emails with G. Saydah regarding status of applications (.2).	ERW	1.00
02/09/09	Email with E. Wilson and review of docket regarding filing certificate of no objection to fee application.	GRS	0.20
02/17/09	Confer with G. Saydah regarding monthly fee statement and redaction.	ERW	0.20
02/17/09	Review Bankruptcy Rule 9006 and email E. Wilson regarding CNO for fee application and timing for filing with holiday (.2); confer with E. Wilson regarding application (.2).	GRS	0.40
02/19/09	Review docket and email B. Sandler regarding CNO for Kelley Drye fee application.	GRS	0.20
02/20/09	Emails to S. Yoder regarding expense issue.	ERW	0.20
02/23/09	Emails to G. Saydah regarding fee application.	ERW	0.20
02/24/09	Draft 6th monthly fee application.	GRS	2.90
02/25/09	Review and comment on and execute fee application.	ERW	0.30
02/25/09	Further revisions to fee app on comments from E. Wilson and forward to local counsel for filing.	GRS	0.40
02/26/09	Review docket regarding certification of counsel for	GRS	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

**AFFILIATE OFFICE:**  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
March 17, 2009  
Page 2

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Date	Description	Att	Hours
	modification of Kelley Drye fees.		

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FEDERAL ID NO. 13-6336107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
March 17, 2009  
Page 3

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Total Services for this Matter: 3,191.50

Other Charges:	Amount
Duplication	\$55.40
Binding	4.95
Pacer	1.76

Total Other Charges for this Matter: 62.11

Total this Invoice \$3,253.61

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
CHICAGONEW YORK  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

March 17, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.30	\$1,299.50
Saydah, Jr., Gilbert R	GRS	4.30	1,892.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348560

019231 Delfasco Corporation Creditors' Committee  
0007 Avoidance Actions

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$4,743.00
OTHER CHARGES:	\$1,297.74

**TOTAL AMOUNT DUE: \$6,040.74**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**  
KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**  
JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:** 135-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
CHICAGONEW YORK  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348560Client 019231  
Matter 0007 Avoidance Actions

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
02/09/09	Research [REDACTED] (1.7); conference with E. Wilson regarding key dates in case going forward (.2).	JEF	1.90
02/09/09	Emails with T. Gavin regarding redemption information (.2); confer with J. Farrah regarding research results (.2).	ERW	0.40
02/13/09	Read cases regarding [REDACTED]	ERW	1.20
02/16/09	Emails with H. Serrano regarding stock redemption.	ERW	0.20
02/17/09	Emails with H. Serrano and T. Brown regarding document production (.2); emails with T. Gavin regarding stock redemption (.2).	ERW	0.40
02/18/09	Research [REDACTED] (1.2); research [REDACTED] (1.4); conference with T. Gavin and E. Wilson regarding same (.5).	JEF	3.10
02/18/09	Conference call with J. Farrah and T. Gavin regarding redemption transaction.	ERW	0.50
02/19/09	Research [REDACTED] (.2); examined [REDACTED] (.2).	JEF	0.40
02/20/09	Briefly review documents produced regarding stock redemption, prepare notes.	ERW	1.10
02/23/09	Research [REDACTED] (.5); conference with E. Wilson regarding same (.2); gathered cases for E. Wilson to review (.2).	JEF	0.90

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6335107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0007  
March 17, 2009  
Page 3

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Total Services for this Matter: 4,743.00

Other Charges:	Amount
Telephone	\$0.45
Westlaw Research	1,297.29

Total Other Charges for this Matter: 1,297.74

Total this Invoice \$6,040.74



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0007

March 17, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	3.80	\$2,147.00
Farrah, James E	JEF	8.80	2,596.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348561

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$430.00

OTHER CHARGES: \$19.36

**TOTAL AMOUNT DUE: \$449.36**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8336107

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March 17, 2009  
Invoice No. 2348561Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
02/04/09	Briefly review claims register for creditor claims.	ERW	0.30
02/19/09	Gather claims filed by the EPA against Delfasco.	JEF	0.50
02/23/09	Emails regarding environmental claims and creditor body.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
March 17, 2009  
Page 2

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Total Services for this Matter: 430.00

Other Charges: Amount

Pacer \$19.36

Total Other Charges for this Matter: 19.36

Total this Invoice \$449.36

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8336107

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

March 17, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.50	\$282.50
Farrah, James E	JEF	0.50	147.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-048110  
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Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348564

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$339.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$339.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348564Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
02/09/09	Emails with H. Serrano regarding status of information request.	ERW	0.20
02/10/09	Emails with H. Serrano regarding status of information request.	ERW	0.20
02/11/09	Emails with H. Serrano regarding status of information request.	ERW	0.20
Total Services for this Matter:			339.00
Total this Invoice			\$339.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
March 17, 2009  
Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.60	\$339.00

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
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JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-048110  
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**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348565

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$11,513.00

OTHER CHARGES: \$0.30

**TOTAL AMOUNT DUE: \$11,513.30**

**TERMS: PAYMENT DUE UPON RECEIPT**

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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 17, 2009  
Invoice No. 2348565Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
02/02/09	Emails with T. Brown regarding recent EPA filings.	ERW	0.20
02/04/09	Prepared binder for E. Wilson with updated filings regarding the EPA action in the Delfasco bankruptcy (1.3); conference with E. Wilson regarding same (.2).	JEF	1.50
02/04/09	Research [REDACTED] (.8); review [REDACTED] (.4); read U.S. motion for payment of administrative expense (.2); review supplemental objection to motion to withdraw reference (.4).	ERW	1.60
02/09/09	Read U.S. supplemental reply in support of motion for mandatory withdrawal.	ERW	0.40
02/10/09	Email to M. Page regarding strategy.	ERW	0.20
02/11/09	Prepare documents for matters to be heard at omnibus hearing on 2/17.	JEF	0.80
02/13/09	Emails with S. Yoder and T. Brown regarding briefing issues.	ERW	0.20
02/17/09	Confer with E. Wilson regarding status of government motions and strategy.	MWP	0.30
02/17/09	Call with M. Page regarding strategy (.3); emails with S. Yoder and T. Brown regarding same (.2).	ERW	0.50
02/18/09	Analyzed docket in adversary proceeding and summarized two important filings for E. Wilson.	JEF	0.50
02/18/09	Emails with S. Yoder and T. Brown regarding strategy conference.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

March 17, 2009

Page 2

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Date	Description	Att	Hours
02/19/09	Read Delfasco supplemental objection regarding core distinction.	ERW	0.30
02/19/09	Review pleadings and papers in United States v. Delfasco (2.2); review [REDACTED] (1.4).	MWP	3.60
02/20/09	Prepare for call with Debtor's counsel (.4); confer with T. Brown-Edwards and E. Wilson about plan status and environmental issues (.8)	MWP	1.20
02/20/09	Prepare for call and call with T. Brown and M. Page regarding EPA strategy.	ERW	1.00
02/24/09	Gather [REDACTED]	JEF	1.00
02/25/09	[REDACTED] (4.8); [REDACTED] (.6).	MWP	5.40
02/26/09	Continue review U.S. v. Delfasco adversary proceeding file (.6); review [REDACTED] (1.8); [REDACTED] (1.4).	MWP	4.80
02/26/09	Emails with T. Brown and M. Page regarding status call.	ERW	0.20
02/27/09	Review [REDACTED]	MWP	0.70

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6338107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

March 17, 2009

Page 3

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Total Services for this Matter:	11,513.00
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Other Charges:	Amount
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Telephone	\$0.30
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Total Other Charges for this Matter:	0.30
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Total this Invoice	\$11,513.30
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8336107

WASHINGTON  
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MUMBAI, INDIA**Delfasco Corporation Creditors' Committee**

Client 019231

Matter 0010

March 17, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	4.80	\$2,712.00
Page, Mark W	MWP	16.00	7,680.00
Farrah, James E	JEF	3.80	1,121.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:** 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT H**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: May 18, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed
	)	

**EIGHTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM MARCH 1, 2009 THROUGH MARCH 31, 2009**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008 <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	March 1, 2009 through March 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$23,327.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$745.86

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's eighth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08-8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08-9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08-10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08-11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08-12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	24.5	\$13,842.50
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$480	10.3	\$4,944.00
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$360	9.5	\$3,420.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	3.8	\$1,121.00

**TOTAL HOURS BILLED:** 48.1

**TOTAL COMPENSATION:** \$23,327.50

**BLENDED RATE:** \$484.98



### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	5.7	\$2,896.50
Fee Matters	11.6	\$4,606.50
Avoidance Actions	2.8	\$934.00
Disclosure Statement and Plan of Reorganization	12.5	\$6,994.50
Environmental Matters	15.5	\$7,896.00
<b>Total</b>	<b>48.1</b>	<b>\$23,327.50</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 3/1/09 - 3/31/09
Duplication	In-house	\$23.80
Long Distance Telephone		\$25.00
Online Legal Research	Westlaw	\$694.97
Outside Printing		\$2.09
<b>Total</b>		<b>\$745.86</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: May 18, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed
	)	

**EIGHTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM MARCH 1, 2009 THROUGH MARCH 31, 2009**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its eighth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from March 1, 2009 through March 31, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including pleadings relating to environmental claims and the adversary proceeding filed by the Environmental Protection Agency;
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case;
- (c) providing legal advice regarding the Committee's powers and duties with respect to the management of property of the Debtor's estate; and
- (d) working in concert with the Debtor to structure a plan of reorganization.

## **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

### **General Case Administration** - (Fees: \$2,896.50 - Total Hours: 5.7)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating dockets, calendars and files.

### **Fee Matters** - (Fees: \$4,606.50 - Total Hours: 11.6)

8. This category represents time spent to prepare and coordinate applications for compensation and the review of applications filed.

### **Avoidance Actions** - (Fees: \$934.00 - Total Hours: 2.8)

9. This category represents time spent reviewing insider transactions and potential avoidance actions.

### **Disclosure Statement and Plan of Reorganization** - (Fees: \$6,994.50 - Total Hours: 12.5)

10. This category represents time expended by Applicant on matters related to the disclosure statement and plan of reorganization, including coordinating information and collaborating with counsel for the Debtor.

### **Environmental Matters** - (Fees: \$7,896.00 - Total Hours: 15.5)

11. This category represents time expended by Applicant on matters related to the Debtor's environmental issues, including review and analysis of pleadings filed by the EPA related to the Grand Prairie, Texas site and coordination of efforts with counsel for the Debtor in the pending adversary proceeding filed by the United States of America.

### **EXPENSES**

12. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$745.86. These disbursements are broken down into categories of charges included in attachments hereto.

13. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).

(b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.

(c) Legal research charges are billed to the client at cost. The Westlaw charges incurred during the Application Period relate to research regarding avoidance actions.

### **VALUATION OF SERVICES**

14. Attorneys and paraprofessionals of Kelley Drye have billed a total of 48.1 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

15. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$23,327.50.

16. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

17. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

18. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

19. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

20. The fees billed for this Application Period total \$23,327.50 and the expenses incurred during this Application Period are \$745.86. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$18,662.00 and the expenses payable to Kelley Drye for the Application Period are \$745.86.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$23,327.50 and reimbursement of actual and necessary expenses incurred in the sum of \$745.86 for the period

from March 1, 2009 through March 31, 2009, and such other relief as this Court deems just and proper.

Dated: April 27, 2009  
Wilmington, Delaware

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on April 24, 2009.

  
Eric R. Wilson, Esquire



**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

April 20, 2009  
Invoice No. 2352284

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$2,896.50

OTHER CHARGES: \$5.09

**TOTAL AMOUNT DUE: \$2,901.59**

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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April 20, 2009  
Invoice No. 2352284Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
03/04/09	Emails with committee regarding call (.2); email traffic regarding debtor call (.2); emails with G. McBride regarding status (.2).	ERW	0.60
03/04/09	Review docket and draft email with summary of pleadings with impact on clients (.2); confer with E. Wilson regarding same (.2).	JEF	0.40
03/05/09	Review docket and draft email with summary of pleadings with impact on clients.	JEF	0.30
03/06/09	Emails with T. Gavin and committee rescheduling call.	ERW	0.20
03/09/09	Email traffic with committee regarding status.	ERW	0.40
03/10/09	Calls with J. Doseck and T. Gavin regarding strategy and manner of proceeding (.7); prepare outline for committee call (.8); conduct committee call (1.0); emails with G. McBride regarding discussions with company (.2); review agenda and arrange telephonic appearance (.1).	ERW	2.80
03/16/09	Review docket for important pleadings, schedules and forward to E. Wilson.	JEF	0.50
03/31/09	Review operating report, forward to T. Gavin.	ERW	0.50

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Matter 0001  
April 20, 2009  
Page 2

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Total Services for this Matter: 2,896.50

Other Charges:	Amount
Duplication	\$3.00
Outside Printing	2.09

Total Other Charges for this Matter: 5.09

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Matter 0001

April 20, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	4.50	\$2,542.50
Farrah, James E	JEF	1.20	354.00

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(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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Delfasco Corporation Creditors' Committee

April 20, 2009  
Invoice No. 2352285

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,606.50

OTHER CHARGES: \$20.80

**TOTAL AMOUNT DUE: \$4,627.30**

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April 20, 2009  
Invoice No. 2352285

Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
03/03/09	Telephone conferences with B. Sandler and S. Yoder regarding certification of counsel regarding fees (.3); confer with E. Wilson regarding same (.2).	HA	0.50
03/04/09	Confer with H. Allen regarding fee application and certification.	ERW	0.20
03/05/09	Review certification of counsel from debtor's counsel regarding fees and expenses and email E. Wilson regarding same.	HA	0.20
03/09/09	Review and revise March statement.	ERW	0.60
03/11/09	Read entered order on fee applications.	ERW	0.10
03/12/09	Review first omnibus fee order (.2); email E. Wilson and J. Hunt regarding same and receipt of holdback (.4).	HA	0.60
03/13/09	Calculate fees received to date and email E. Wilson regarding same.	HA	0.40
03/18/09	Emails with H. Allen regarding CNO and March statement.	ERW	0.20
03/18/09	Draft seventh monthly fee application.	HA	1.40
03/19/09	Continue draft seventh monthly fee application and review time records regarding same.	HA	1.60
03/20/09	Confer with E. Wilson regarding certification of no objection for fee application (.2); email B. Sandler regarding CNO for KDW fee application (.2).	HA	0.40
03/23/09	Review, redact and comment on seventh monthly fee application.	ERW	0.40
03/23/09	Revise per instruction of E. Wilson seventh monthly fee	HA	1.30

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Client 019231

Matter 0003

April 20, 2009

Page 2

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Date	Description	Att	Hours
	application (1.1); office conference with E. Wilson regarding seventh monthly fee application (.2).		
03/26/09	Confer with E. Wilson and staff regarding disbursements, CNO for last application and status of seventh monthly fee application (.6); revise and file seventh monthly fee application (2.1).	HA	2.70
03/26/09	Emails with H. Allen regarding monthly statement, expense issues.	ERW	0.20
03/30/09	Review backup for copy charges regarding explanation for court and confer with staff regarding same.	HA	0.40
03/30/09	Review Potter (.2) and Nachman (.2) fee statements.	ERW	0.40



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April 20, 2009  
Page 3

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Total Services for this Matter: 4,606.50

Other Charges: Amount

Duplication \$20.80

Total Other Charges for this Matter: 20.80

Total this Invoice \$4,627.30

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Client 019231  
Matter 0003  
April 20, 2009  
Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.10	\$1,186.50
Allen, Heather Elizabeth	HA	9.50	3,420.00

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April 20, 2009  
Invoice No. 2352286

019231 Delfasco Corporation Creditors' Committee  
0007 Avoidance Actions

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$934.00
OTHER CHARGES:	\$694.97

**TOTAL AMOUNT DUE:** **\$1,628.97**

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April 20, 2009  
Invoice No. 2352286Client 019231  
Matter 0007 Avoidance Actions

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
03/17/09	Conference with J. Farrah regarding results of research (.2); review memo regarding same (.2).	ERW	0.40
03/17/09	Research (1.6); confer with E. Wilson regarding same (.2); prepare brief memo of results (.6).	JEF	2.40

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0007  
April 20, 2009  
Page 2

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Total Services for this Matter:	934.00
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Other Charges:	Amount
Westlaw Research	\$694.97

Total Other Charges for this Matter:	694.97
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Total this Invoice	\$1,628.97
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Matter 0007

April 20, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.40	\$226.00
Farrah, James E	JEF	2.40	708.00

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(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-048110  
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Delfasco Corporation Creditors' Committee

April 20, 2009  
Invoice No. 2352287

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$6,994.50
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$6,994.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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Delfasco Corporation Creditors' Committee

April 20, 2009  
Invoice No. 2352287Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
03/03/09	Telephone call with T. Brown regarding sale versus reorganization (.3); emails with T. Brown and T. Gavin same (.3).	ERW	0.60
03/04/09	Review Texas and EPA claims.	ERW	0.80
03/06/09	Prepare for call and call with T. Brown, T. Gavin and P. Kadlecsek regarding sale versus reorganization.	ERW	1.30
03/10/09	Prepare list of plan talking points for call with T. Brown (.6).	ERW	0.60
03/11/09	Emails with T. Brown regarding plan status call.	ERW	0.20
03/16/09	Conference call with M. Page regarding status (.2); call with G. McBride regarding discussion with company (.2).	ERW	0.40
03/16/09	Emails with T. Brown rescheduling call.	ERW	0.20
03/17/09	Emails with J. Doseck regarding plan status (.2); plan status report to committee (.4); prepare for call and call with M. Page and T. Brown regarding plan status, exclusivity (1.1); telephone call with M. Page (.2).	ERW	1.90
03/17/09	Conference call with T. Brown-Edwards, counsel to Debtor, T. Gavin of Nachman Hays, and E. Wilson concerning structure of chapter 11 plan.	MWP	0.80
03/23/09	Emails with committee (.2) and T. Brown (.2); regarding exclusivity; review and comment on motion to extend exclusivity (.3).	ERW	0.70
03/23/09	Emails with M. Page regarding hearing coverage, exclusivity issues.	ERW	0.30



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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

April 20, 2009

Page 2

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Date	Description	Att	Hours
03/24/09	Emails with committee members regarding exclusivity and exclusivity motion.	ERW	0.50
03/30/09	Prepare for call and call with company and Nachman regarding plan (.9); pre-call with T. Brown (.4); post-call with T. Gavin (.4).	ERW	1.70
03/31/09	Telephone call with B. Sandler regarding sale versus reorganization (.4); status update to committee and proposal regarding Nachman plan support (.9); emails with T. Gavin regarding same (.2); call with T. Brown regarding classes and estimation (.5); review prior plans regarding same and forward to T. Brown (.6).	ERW	2.50
Total Services for this Matter:			6,994.50
Total this Invoice			\$6,994.50

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
April 20, 2009  
Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	11.70	\$6,610.50
Page, Mark W	MWP	0.80	384.00

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Delfasco Corporation Creditors' Committee

April 20, 2009  
Invoice No. 2352288

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$7,896.00

OTHER CHARGES: \$25.00

**TOTAL AMOUNT DUE: \$7,921.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

April 20, 2009  
Invoice No. 2352288

Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

Legal Services Rendered

Date	Description	Att	Hours
03/03/09	Review EPA's reply to debtor's response to cure motion (.3); review and comment on environmental liability memo (1.2).	ERW	1.50
03/04/09	Review cases involving governmental environmental creditors.	MWP	3.30
03/05/09	Read order regarding core motion, withdrawal of reference and transmittal (.3); emails with J. Farrah regarding district court monitoring (.2).	ERW	0.50
03/06/09	Telephone call with M. Page regarding strategy (.2); confer with . . . regarding per request of T. Brown (.3); email to T. Brown and T. Gavin regarding same (.2).	ERW	0.70
03/07/09	Revise memo on to incorporate E. Wilson's comments and make other changes (1.7); proof and finalize memo (.4); prepare draft of email discussing memo and conditions under which being shared with Debtor (.7).	MWP	2.80
03/09/09	Finalize email and memo on	MWP	1.50
03/09/09	Review and comment on email to T. Brown regarding conditions for sharing memo, privilege and joint defense.	ERW	0.30
03/13/09	Telephonic participation in status conference (.5); review EPA request for information and company's response (.4).	ERW	0.90
03/16/09	Confer with E. Wilson concerning case status and environmental claims strategy (.2); review environmental	MWP	1.30

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

April 20, 2009

Page 2

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Date	Description	Att	Hours
	claims of United States and Texas governmental entities (1.1).		
03/16/09	Emails to J. Farrah regarding environmental claims.	ERW	0.20
03/17/09	Conference call with T. Brown-Edwards and E. Wilson concerning environmental and plan issues.	MWP	0.60
03/18/09	Email to T. Brown and S. Yoder regarding EPA claim issues (.2); read summary of opinion (.2).	ERW	0.40
03/20/09	Emails with T. Gavin (.2) and T. Brown (.2); regarding plan status; telephone calls with S. Yoder regarding same (.4).	ERW	0.80
03/24/09	Review docket and draft email with summary of pleadings with impact on clients with for E. Wilson.	JEF	0.20
03/26/09	Emails with T. Brown, M. Page, S. Yoder and T. Gavin regarding Nachman retention, plan issues.	ERW	0.50

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
April 20, 2009  
Page 3

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Total Services for this Matter: 7,896.00

Other Charges:	Amount
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Telephone	\$25.00
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Total Other Charges for this Matter:	25.00
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Total this Invoice	\$7,921.00
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

April 20, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	5.80	\$3,277.00
Page, Mark W	MWP	9.50	4,560.00
Farrah, James E	JEF	0.20	59.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT I**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: June 15, 2009 at 4:00 p.m.
	)	

**NINTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM APRIL 1, 2009 THROUGH  
APRIL 30, 2009**

---

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008 <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	April 1, 2009 through April 30, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$13,121.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$140.03

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's ninth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08-8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08-9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08-10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08-11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08-12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	15.5	\$8,757.50
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$480	1.2	\$576.00
Gilbert R. Saydah Jr., Esquire	2000	Associate since 2008.	\$440	0.4	\$176.00
Heather Elizabeth Allen, Esquire	2005	Associate since 2008.	\$360	6.1	\$2,196.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	4.8	\$1,416.00

TOTAL HOURS BILLED: 28

TOTAL COMPENSATION: \$13,121.50

BLENDDED RATE: \$468.63

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	3.8	\$1,850.00
Retention Matters	0.6	\$339.00
Fee Matters	8.8	\$3,671.50
Executory Contracts and Leases	0.2	\$113.00
Avoidance Actions	2.7	\$1,120.50
Claims	1.6	\$634.00
Disclosure Statement and Plan of Reorganization	6.7	\$3,683.50
Environmental Matters	3.6	\$1,710.00
Total	28	\$13,121.50

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 4/1/09 - 4/30/09
Duplication	In-house	\$87.70
Long Distance Telephone		\$30.48
Courier Service		\$21.85
Total		\$140.03

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: June 15, 2009 at 4:00 p.m.
	)	

**NINTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM APRIL 1, 2009 THROUGH  
APRIL 30, 2009**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its ninth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from April 1, 2009 through April 30, 2009 (the "Application Period").

In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including pleadings relating to environmental claims and the adversary proceeding filed by the Environmental Protection Agency ("EPA");
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case;
- (c) providing legal advice regarding the Committee's powers and duties with respect to the management of property of the Debtor's estate; and
- (d) working in concert with the Debtor to structure a plan of reorganization.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$1,850.00 - Total Hours: 3.8)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating dockets, calendars and files.

#### **Retention Matters** - (Fees: \$339.00 - Total Hours: 0.6)

8. This category represents time spent reviewing fees and expenses of financial advisors and discussions with committee members regarding the expanded scope of its retention in connection with the plan.

#### **Fee Matters** - (Fees: \$3,671.50 - Total Hours: 8.8)

9. This category represents time spent to prepare and coordinate applications for compensation and the review of applications filed.

#### **Executory Contracts and Leases** - (Fees: \$113.00 - 0.2)

10. This category represents time spent reviewing an order extending time for the debtor to assume or reject contracts and advising the committee.

#### **Avoidance Actions** - (Fees: \$1,120.50 - Total Hours: 2.7)

11. This category represents time spent reviewing insider transactions and potential avoidance actions.

#### **Claims** - (Fees: \$634.00 - Total Hours: 1.6)

12. This category represents time spent on review of claims filed against the debtor and correspondence with financial advisors regarding claim analysis.

**Disclosure Statement and Plan of Reorganization** - (Fees: \$3,683.50 - Total Hours: 6.7)

13. This category represents time expended by Applicant on matters related to the disclosure statement and plan of reorganization, including proceedings regarding extending the period of exclusivity.

**Environmental Matters** - (Fees: \$1,794.00 - Total Hours: 3.6)

14. This category represents time expended by Applicant on matters related to the Debtor's environmental issues, including review and analysis of pleadings filed by the EPA related to the Grand Prairie, Texas site and settlement discussions in pending adversary proceeding filed by the United States of America.

**EXPENSES**

15. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$140.03. These disbursements are broken down into categories of charges included in attachments hereto.

16. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Legal research charges are billed to the client at cost.

### **VALUATION OF SERVICES**

17. Attorneys and paraprofessionals of Kelley Drye have billed a total of 28 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

18. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$13,121.50.

19. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

20. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

21. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

22. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.



23. The fees billed for this Application Period total \$13,121.50 and the expenses incurred during this Application Period are \$140.03. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$10,497.20 and the expenses payable to Kelley Drye for the Application Period are \$140.03.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$13,121.50 and reimbursement of actual and necessary expenses incurred in the sum of \$140.03 for the period from April 1, 2009 through April 30, 2009, and such other relief as this Court deems just and proper.

Dated: May 26, 2009

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on May 26 2009.



---

Eric R. Wilson, Esquire

**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355641

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,850.00

OTHER CHARGES: \$34.18

**TOTAL AMOUNT DUE: \$1,884.18**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5336187

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355641Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
04/07/09	Review J. Farrah summary of pleadings and agenda for hearing.	ERW	0.20
04/16/09	Review critical dates charts (.2); confer with J. Farrah regarding same (.2).	ERW	0.40
04/21/09	Emails with J. Farrah regarding recently filed pleadings.	ERW	0.20
04/21/09	Retrieve relevant pleadings from docket and prepare summary for E. Wilson.	JEF	0.30
04/24/09	Emails with committee regarding status call.	ERW	0.40
04/27/09	Emails with committee rescheduling call (.2); read monthly operating report (.3).	ERW	0.50
04/27/09	Monitor docket and review pleadings (.5); send summary to E. Wilson regarding same (.3).	JEF	0.80
04/27/09	Emails with S. Yoder regarding motion to extend removal deadline (.2); read debtor's motion to extend removal deadline (.2).	ERW	0.40
04/28/09	Emails with committee rescheduling call (.2); review critical dates chart (.2); review J. Farrah summary of pleadings (.2).	ERW	0.60

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5336107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
May 18, 2009  
Page 2

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Total Services for this Matter: 1,850.00

Other Charges:	Amount
Duplication	\$3.70
Telephone	30.48

Total Other Charges for this Matter: 34.18

Total this Invoice \$1,884.18

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
May 18, 2009  
Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.70	\$1,525.50
Farrah, James E	JEF	1.10	324.50

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ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
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AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355642

019231 Delfasco Corporation Creditors' Committee  
0002 Retention Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$339.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$339.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355642Client 019231  
Matter 0002 Retention Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
04/02/09	Emails with committee members regarding Nachman retention by company.	ERW	0.40
04/17/09	Review Nachman fourth monthly statement.	ERW	0.20
Total Services for this Matter:			339.00
Total this Invoice			\$339.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5336107

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0002

May 18, 2009

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.60	\$339.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN. TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355643

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,671.50

OTHER CHARGES: \$21.85

**TOTAL AMOUNT DUE: \$3,693.35**

**TERMS: PAYMENT DUE UPON RECEIPT**

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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355643Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
04/07/09	Office conference with G. Saydah regarding disbursements for fee application.	HA	0.40
04/07/09	Confer with and email E. Wilson regarding preparation of fee application and allocations of fees.	GRS	0.40
04/09/09	Emails with G. Saydah regarding fee issues.	ERW	0.20
04/09/09	Review Benesch fourth interim fee application (.2); emails with G. Saydah regarding same (.2).	ERW	0.40
04/14/09	Review bills preparatory to monthly statement.	ERW	0.60
04/21/09	Review time records to prepare eighth monthly fee application (.8); Confer with E. Wilson regarding changes to time records (.2); begin drafting eighth fee application (.5); summary to E. Wilson regarding the status of our fee applications and those filed by co-counsel (.4).	HA	1.90
04/21/09	Review redactions (.2); confer with H. Allen regarding fee statement and redaction (.2).	ERW	0.40
04/22/09	Confer with B. Sandler regarding CNO for seventh fee application.	HA	0.20
04/23/09	Review Potter March statement.	ERW	0.20
04/23/09	Review docket regarding CNO for seventh fee application (.2); confer with S. Van Dyk regarding seventh fee application status (.3); complete and revise eighth fee application (1.3)	HA	1.80

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

May 18, 2009

Page 2

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Date	Description	Att	Hours
04/23/09	Correspondence with E. Wilson and local counsel regarding filing certificate of no objection for fee app.	HA	0.20
04/24/09	Review and comment on eighth monthly fee application.	ERW	0.30
04/24/09	Revise eighth fee application.	HA	0.80
04/27/09	Review Benesch fifth monthly.	ERW	0.20
04/27/09	Revise eighth monthly fee application, per E. Wilson and confer with local counsel regarding filing and service.	HA	0.80

**KELLEY DRYE & WARREN LLP**

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Client 019231  
Matter 0003  
May 18, 2009  
Page 3

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Total Services for this Matter: 3,671.50

Other Charges:	Amount
Courier	\$21.85
Total Other Charges for this Matter:	21.85
Total this Invoice	\$3,693.35

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

May 18, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.30	\$1,299.50
Saydah, Jr., Gilbert R	GRS	0.40	176.00
Allen, Heather Elizabeth	HA	6.10	2,196.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N A  
ABA # 021-000-021  
ACCOUNT NAME, KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5336107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355644

019231 Delfasco Corporation Creditors' Committee  
0006 Executory Contracts and Leases

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$113.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$113.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7600

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE



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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355644

Client 019231  
Matter 0006 Executory Contracts and Leases

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
04/15/09	Review order extending time to assume or reject (.1); advise committee (.1).	ERW	0.20
Total Services for this Matter:			113.00
Total this Invoice			\$113.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0006  
May 18, 2009  
Page 2

---

Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.20	\$113.00

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N A  
ABA # 021-000-021  
ACCOUNT NAME KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
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INVOICE NUMBER AS PAYMENT REFERENCE

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FEDERAL ID NO. 13-6335107

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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355645

019231 Delfasco Corporation Creditors' Committee  
0007 Avoidance Actions

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,120.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$1,120.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No: 2355645Client: 019231  
Matter 0007: Avoidance Actions

Attorney: 05395

Page 1.

**Legal Services Rendered**

Date	Description	Att	Hours
04/01/09	Review redemption timeline	ERW	0.20
04/16/09	Review [REDACTED] [REDACTED] (3); confer with J. Farrah regarding same (2)	ERW	0.50
04/16/09	Meet with E. Wilson regarding [REDACTED]	JEF	0.20
04/27/09	Review and analyze [REDACTED]	JEF	0.80
04/28/09	Meet with E. Wilson regarding [REDACTED]	JEF	0.50
04/28/09	Confer with J. Farrah [REDACTED]	ERW	0.50
Total Services for this Matter:			1,120.50
Total this Invoice:			\$1,120.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0007

May 18, 2009

Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	1.20	\$678.00
Farrah, James E	JEF	1.50	442.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN. TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME, KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355646

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

<b>FEES:</b>	<b>\$634.00</b>
<b>OTHER CHARGES:</b>	<b>\$0.00</b>

**TOTAL AMOUNT DUE:** **\$634.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355646Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
04/17/09	Confer with J. Farrah regarding claims for Nachman analysis.	ERW	0.20
04/17/09	Prepare documents and send to financial advisor (.5); draft cover letter for same (.3); Confer with E. Wilson (.2).	JEF	1.00
04/20/09	Review Nachman claim analysis (.2); emails with T. Gavin regarding same (.2).	ERW	0.40
Total Services for this Matter:			634.00
Total this Invoice			\$634.00

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
May 18, 2009  
Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.60	\$339.00
Farrah, James E	JEF	1.00	295.00

**PAYMENT BY CHECK:**

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JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
ACCOUNT NAME KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355647

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$3,683.50
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE: \$3,683.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355647Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
04/01/09	Review plan provisions regarding estimation procedures.	ERW	0.80
04/02/09	Emails with committee members (.4), T. Brown (.3) and T. Gavin (.3) regarding plan issues, budget approval.	ERW	1.00
04/09/09	Email from J. Farrah regarding exclusivity (.1); review agenda (.1).	ERW	0.20
04/09/09	Emails to M. Page regarding exclusivity issues.	ERW	0.20
04/10/09	Emails regarding plan status call to T. Brown and T. Gavin.	ERW	0.20
04/13/09	Emails with T. Brown and T. Gavin regarding plan status call.	ERW	0.20
04/14/09	Review Debtors' motions to extend plan exclusivity and to extend time to assume or reject Delaware property lease (.4); appear telephonically at omnibus hearing (.3); e-mail E. Wilson report on hearing (.3).	MWP	1.00
04/14/09	Status report from M. Page regarding disposition of exclusivity/status hearing (.2); review J. Farrah summary of order (.1).	ERW	0.30
04/15/09	Conference call with T. Brown and T. Gavin regarding plan status (.6); telephone call with T. Gavin regarding plan distribution call (.3); read order extending exclusivity (.1); update from M. Page regarding exclusivity hearing (.2).	ERW	1.20
04/15/09	Call with E. Wilson regarding exclusivity hearing.	MWP	0.20
04/21/09	Emails with T. Brown regarding plan.	ERW	0.20
04/24/09	Prepare for call and call with T. Gavin and T. Brown regarding plan issues, EPA.	ERW	1.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
May 18, 2009  
Page 2

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Date	Description	Att	Hours
	Total Services for this Matter:		3,683.50
	Total this Invoice		\$3,683.50

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

May 18, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	5.50	\$3,107.50
Page, Mark W	MWP	1.20	576.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 18, 2009  
Invoice No. 2355648

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,710.00

OTHER CHARGES: \$84.00

**TOTAL AMOUNT DUE: \$1,794.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME KELLEY DRYE & WARREN LLP  
ACCOUNT # 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

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May 18, 2009  
Invoice No. 2355648Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
04/01/09	Confer with M. Page regarding exclusivity hearing coverage.	ERW	0.20
04/13/09	Monitor docket and retrieve documents to prepare M. Page for telephonic hearing.	JEF	0.20
04/15/09	Check claims register for proofs of claim and prepare documents for financial advisors.	JEF	0.80
04/16/09	Review pleadings and draft summary for E. Wilson.	JEF	0.20
04/20/09	Emails with S. Yoder and T. Brown regarding [REDACTED] (.2); read [REDACTED] (3).	ERW	0.50
04/22/09	Call with T. Brown regarding [REDACTED]	ERW	0.90
04/23/09	Brief research regarding [REDACTED]	ERW	0.80

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
May 18, 2009  
Page 2

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Total Services for this Matter: 1,710.00

Other Charges: Amount

Duplication \$84.00

Total Other Charges for this Matter: 84.00

Total this Invoice \$1,794.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

May 18, 2009

Page 3

---

Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.40	\$1,356.00
Farrah, James E	JEF	1.20	354.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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## **EXHIBIT J**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Response Deadline: July 15, 2009 at 4:00 p.m. Hearing Date: Only if Objection(s) are filed

**TENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
MAY 1, 2009 THROUGH MAY 31, 2009**

---

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	May 1, 2009 through May 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$18,879.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$785.75

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's tenth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	20.6	\$11,639.00
John L. Wittenborn, Esquire	1974	Partner since 1987.	\$535	1.7	\$909.50
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$480	0.7	\$336.00
Gilbert R. Saydah Jr., Esquire	2000	Associate since 2008.	\$440	2.8	\$1,232.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	16.0	\$4,720.00
Marie Vicinanza	Not admitted	Legal Assistant since 2001.	\$215	0.2	\$43.00

**TOTAL HOURS BILLED:** 42

**TOTAL COMPENSATION:** \$18,879.50

**BLENDED RATE:** \$449.51

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	3.4	\$1,804.50
Fee Matters	12.1	\$4,634.50
Disclosure Statement and Plan of Reorganization	16.5	\$6,973.50
Environmental Matters	10.0	\$5,467.00
Total	42.0	\$18,879.50

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 5/1/09 - 5/31/09
Online Legal Research	Westlaw	\$728.65
Long Distance Telephone		\$22.78
Pacer		\$34.32
Total		\$785.75

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	<b>Response Deadline: July 15, 2009 at 4:00 p.m.</b>
	)	<b>Hearing Date: Only if Objection(s) are filed</b>

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its tenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from May 1, 2009 through May 31, 2009 (the "Application Period").

In support of its application, Kelley Drye respectfully represents as follows:

1. On July 28, 2008 (the “Petition Date”), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including pleadings relating to environmental claims and the adversary proceeding filed by the Environmental Protection Agency ("EPA");
- (b) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case;
- (c) reviewing, analyzing and preparing motions and statements regarding extension and limited termination of exclusivity period;
- (d) reviewing monthly statements and preparing interim fee application and ninth monthly fee application; and
- (e) working in concert with the Debtor to structure a plan of reorganization.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$1,804.50 - Total Hours: 3.4)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating dockets, calendars and case files.

#### **Fee Matters** - (Fees: \$4,634.50 - Total Hours: 12.1)

8. This category represents time spent to prepare and coordinate applications for compensation and the review of applications filed.

#### **Disclosure Statement and Plan of Reorganization** - (Fees: \$6,973.50 - Total Hours: 16.5)

9. This category represents time expended by Applicant on matters related to the disclosure statement and plan of reorganization, including proceedings regarding extending the period of exclusivity. Expenses incurred for online legal research related to research performed by Applicant to substantiate the property of the Committee; request to terminate exclusivity as to the Committee.

#### **Environmental Matters** - (Fees: \$5,467.00 - Total Hours: 10.0)

10. This category represents time expended by Applicant on matters related to the Debtor's environmental issues, including review and analysis of pleadings filed by the EPA related to the Grand Prairie, Texas site and settlement discussions in the pending adversary proceeding filed by the EPA. Applicant also spent time addressing issues related to the proposed mediation of that proceeding.

### **EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$785.75. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, Pacer and telephone are billed to the client at cost.

### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of 42 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

14. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$18,879.50.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.



16. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

19. The fees billed for this Application Period total \$18,879.50 and the expenses incurred during this Application Period are \$785.75. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$15,103.60 and the expenses payable to Kelley Drye for the Application Period are \$785.75.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$18,879.50 and reimbursement of actual and necessary expenses incurred in the sum of \$785.75 for the period from May 1, 2009 through May 31, 2009, and such other relief as this Court deems just and proper.

Dated: June 24, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

/s/ Bradford J. Sandler  
Bradford J. Sandler (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on June <sup>23</sup>2009.



---

Eric R. Wilson, Esquire

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358256

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,804.50

OTHER CHARGES: \$53.43

**TOTAL AMOUNT DUE: \$1,857.93**

**TERMS: PAYMENT DUE UPON RECEIPT**

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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8338107

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BRUSSELSAFFILIATE OFFICE:  
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Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358256Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
05/04/09	Prepare for call and call with committee regarding status (1.8); follow-up telephone call with G. McBride regarding status (.2); emails with T. Gavin regarding committee call (.2).	ERW	2.20
05/07/09	Review pleadings from the docket, draft summary and confer with E. Wilson regarding same.	JEF	0.20
05/11/09	Confer with C. Kellman, a creditor, about case status.	MWP	0.10
05/14/09	Telephone call with J. Farrah regarding open items (.2); review J. Farrah summary of pleadings (.2).	ERW	0.40
05/22/09	Review and analyze pleadings (.1); draft summary of same to E. Wilson (.1).	JEF	0.20
05/22/09	Review J. Farrah summary of pleadings.	ERW	0.10
05/28/09	Emails with T. Gavin regarding operating reports.	ERW	0.20

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
June 11, 2009  
Page 2

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Total Services for this Matter: 1,804.50

Other Charges:	Amount
Telephone	\$22.63
Pacer	30.80

Total Other Charges for this Matter: 53.43

Total this Invoice \$1,857.93

**KELLEY DRYE & WARREN LLP**

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Matter 0001  
June 11, 2009  
Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.90	\$1,638.50
Page, Mark W	MWP	0.10	48.00
Farrah, James E	JEF	0.40	118.00

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Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358257

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,634.50

OTHER CHARGES: \$0.15

**TOTAL AMOUNT DUE: \$4,634.65**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ABA #: 021-000-021  
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Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358257Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
05/05/09	Emails with G. Saydah regarding interim fee application.	ERW	0.20
05/11/09	Prepare expense reimbursement form and documentation for creditor's committee (.2); draft email to E. Wilson regarding same (.1).	JEF	0.30
05/11/09	Review monthly statements preparatory to May statement.	ERW	0.80
05/12/09	Review Nachman March statement.	ERW	0.20
05/13/09	Review and comment on second interim application.	ERW	0.20
05/13/09	Drafted and prepared second interim application for fees and expenses (2.0); confer with G. Saydah regarding same (.2).	JEF	2.20
05/13/09	Work with J. Farrah and prepare interim fee application.	GRS	2.10
05/14/09	Finalize second interim application for fees and expenses and arrange service and filing of same.	JEF	0.30
05/14/09	Provide comments to fee application to J. Farrah.	ERW	0.20
05/14/09	Conference with J. Farrah regarding filing of second interim fee application.	M V	0.20
05/17/09	Emails with J. Farrah regarding second interim fee application.	ERW	0.20
05/18/09	Emails with G. Saydah regarding interim fee application.	ERW	0.20
05/21/09	Draft ninth monthly fee application for April fees and expenses (1.9) and confer with G. Saydah regarding same (.3).	JEF	2.20
05/21/09	Confer with J. Farrah regarding preparation of ninth monthly fee app (.2); review and revise fee app (.2).	GRS	0.40
05/22/09	Finalize ninth monthly fee application (.6); confer with E.	JEF	0.80

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

June 11, 2009

Page 2

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Date	Description	Att	Hours
05/22/09	Wilson regarding same (.2). Review and comment on ninth monthly statement (.3); confer with J. Farrah regarding monthly fee statement (.2).	ERW	0.50
05/26/09	Finalize ninth monthly fee application (.4); coordinate with local counsel for filing (.2); confer with G. Saydah regarding final changes (.2).	JEF	0.80
05/26/09	Review revisions to fee app and confer with J. Farrah regarding same.	GRS	0.30

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
June 11, 2009  
Page 3

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Total Services for this Matter: 4,634.50

Other Charges:	Amount
Telephone	\$0.15

Total Other Charges for this Matter: 0.15

Total this Invoice \$4,634.65

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Client 019231

Matter 0003

June 11, 2009

Page 4

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Attorney	Att	Hours	Amount
Vicinanza, Marie	M V	0.20	\$43.00
Wilson, Eric	ERW	2.50	1,412.50
Farrah, James E	JEF	6.60	1,947.00
Saydah, Jr., Gilbert R	GRS	2.80	1,232.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:** 135-046110  
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Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358258

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$6,973.50

OTHER CHARGES: \$728.65

**TOTAL AMOUNT DUE: \$7,702.15**

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Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358258Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
05/08/09	Emails with T. Brown regarding further extension of exclusivity.	ERW	0.20
05/11/09	Review pleadings on docket regarding time to file a plan and solicit votes (.2); draft email to E. Wilson regarding same (.2).	JEF	0.40
05/11/09	Review and comment on exclusivity motion and order (.6); emails with committee and T. Brown regarding same (.6); begin plan review (1.1); research regarding limited termination of exclusivity (.6).	ERW	2.90
05/12/09	Extensive email to committee regarding exclusivity, adjournment of EPA claim and liability assessment (1.1); emails with T. Gavin and T. Brown regarding plan update (.2).	ERW	1.30
05/13/09	Meet with J. Farrah regarding exclusivity statement (.2); emails with J. Doseck and F. DeFrancesco regarding exclusivity issues (.2).	ERW	0.40
05/13/09	Review prior motions to extend exclusivity periods (.3); meet with E. Wilson regarding deadlines and exclusivity (.2); strategy conference with E. Wilson regarding response to exclusivity motion (.2).	JEF	0.70
05/15/09	Continue review plan of reorganization.	ERW	1.80
05/17/09	Emails with T. Brown and T. Gavin regarding plan status and call.	ERW	0.20
05/20/09	Emails with S. Yoder regarding plan status.	ERW	0.20

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

June 11, 2009

Page 2

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Date	Description	Att	Hours
05/23/09	Review debtor's current motion to extend exclusivity (0.8); Research the ability to selectively terminate exclusivity to certain parties (1.5).	JEF	2.30
05/26/09	Draft statement in support of debtor's motion to extend exclusivity (3.2); confer with E. Wilson regarding same (.2)	JEF	3.40
05/26/09	Confer with J. Farrah regarding statement in support of exclusivity (0.2); read case regarding same (0.4).	ERW	0.60
05/27/09	Continuous draft statement in support of extending the debtor's exclusivity period (1.4) confer with E. Wilson regarding same (.2).	JEF	1.60
05/28/09	Revise statement in support of extending debtor's exclusivity period per instruction of E. Wilson (.2); confer with E. Wilson regarding same (.1).	JEF	0.30
05/28/09	Emails with T. Brown regarding statement in support of exclusivity.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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AFFILIATE OFFICE:  
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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
June 11, 2009  
Page 3

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Total Services for this Matter: 6,973.50

Other Charges:	Amount
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Westlaw Research	\$728.65
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Total Other Charges for this Matter:	728.65
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Total this Invoice	\$7,702.15
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**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

June 11, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	7.80	\$4,407.00
Farrah, James E	JEF	8.70	2,566.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8336107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358259

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$5,467.00

OTHER CHARGES: \$3.52

**TOTAL AMOUNT DUE: \$5,470.52**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

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Delfasco Corporation Creditors' Committee

June 11, 2009  
Invoice No. 2358259Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
05/01/09	Emails with T. Brown regarding plan, EPA information package.	ERW	0.40
05/05/09	Emails with T. Brown regarding status of EPA discussions.	ERW	0.20
05/06/09	Emails with T. Brown regarding motion for administrative claim (.2); conference with J. Wittenborn regarding RCRA analysis and forward settlement letter (.5).	ERW	0.70
05/07/09	Emails with T. Brown regarding status of opposition to administrative claims (.3); emails with T. Brown regarding EPA discovery (.2); briefly review discovery (.5).	ERW	1.00
05/08/09	Research opposition to EPA administrative expense claim motion.	ERW	0.60
05/11/09	Emails with T. Brown and M. Donnellan regarding adjournment of EPA administrative claims motion.	ERW	0.20
05/13/09	Read J. Wittenborn RCRA non-bankruptcy liability analysis (.2); emails with J. Wittenborn, T. Brown and S. Yoder regarding RCRA non-bankruptcy support analysis (.3).	ERW	0.50
05/13/09	Review discovery filed by the EPA for deadlines (.1); draft summary and notify E. Wilson about deadlines (.2).	JEF	0.30
05/13/09	Review materials (.8); respond to Eric Wilson regarding comments on the DOJ proposal for settlement (.3).	JLW	1.10
05/14/09	Emails with T. Gavin and T. Brown regarding plan status call (.2); telephone call with J. Wittenborn regarding mediation schedule (.2); emails with T. Brown and J. Wittenborn regarding mediation schedule (.2); review	ERW	0.80

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-6336107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

June 11, 2009

Page 2

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Date	Description	Att	Hours
05/14/09	proposed schedule (.2). Review the proposed mediation schedule and prepare e-mail to Eric Wilson regarding comments on same (.4); telephone call with E. Wilson regarding same (.2).	JLW	0.60
05/20/09	Confer with M. Page regarding abandonment issue (.2); emails with S. Yoder regarding mediation (.2).	ERW	0.40
05/20/09	Confer with E. Wilson regarding abandonment.	MWP	0.20
05/21/09	Email from M. Page regarding abandonment issues (.2); emails with S. Yoder regarding mediation (.2); confer with J. Farrah regarding abandonment research (.2).	ERW	0.60
05/21/09	E-mails to E. Wilson concerning impact of abandonment of contaminated property.	MWP	0.40
05/22/09	Review J. Wittenborn RCRA liability analysis (.3); emails with S. Yoder regarding mediation (.3).	ERW	0.60
05/26/09	Emails to S. Yoder regarding status of litigation and mediation.	ERW	0.20
05/27/09	Review and comment on statement in support of exclusivity (0.3); emails with T. Brown regarding same (0.2).	ERW	0.50
05/28/09	Emails with T. Brown and M. Donnellan regarding discovery responses (.3) review initial disclosures (.4).	ERW	0.70

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8336107

WASHINGTON  
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MUMBAI, INDIA

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Client 019231  
Matter 0010  
June 11, 2009  
Page 3

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Total Services for this Matter: 5,467.00

Other Charges: Amount

Pacer \$3.52

Total Other Charges for this Matter: 3.52

Total this Invoice \$5,470.52

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-8336107

WASHINGTON  
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Matter 0010

June 11, 2009

Page 4

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	7.40	\$4,181.00
Page, Mark W	MWP	0.60	288.00
Farrah, James E	JEF	0.30	88.50
Wittenborn, John L	JLW	1.70	909.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## EXHIBIT K

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: August 17, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**ELEVENTH MONTHLY APPLICATION OF KELLEY DRYE &  
WARREN LLP FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM  
JUNE 1, 2009 THROUGH JUNE 30, 2009**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	June 1, 2009, through June 30, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$83,193.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$5,215.89

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's eleventh monthly fee application in this case.



If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	67	\$37,855.00
John L. Wittenborn, Esquire	1974	Partner since 1987.	\$535	2.1	\$1,123.50
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$480	67.5	\$32,400.00
Gilbert R. Saydah, Esquire	2000	Associate since 2008.	\$440	.3	\$132.00
Eric Waeckerlin, Esquire	2007	Associate since 2006.	\$350	13.3	\$4,655.00
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355	7	\$2,485.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	15.4	\$4,543.00

TOTAL HOURS BILLED: 172.6

TOTAL COMPENSATION: \$83,193.50

BLENDED RATE: \$482.00

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	2.6	\$1,109.00
Fee Matters	7.8	\$3,256.50
Disclosure Statement and Plan of Reorganization	3.8	\$1,925.50
Environmental Matters	158.4	\$76,902.50
Total	172.6	\$83,193.50

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 6/1/09 – 6/30/09
Online Legal Research	Westlaw	\$4,623.58
Online Legal Research	Lexis	\$33.60
Long Distance Telephone		\$121.46
Duplication		\$368.70
Courier		\$22.15
Binding		\$46.40
Total		\$5,215.89

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
DELFASCO, INC.,	)	
	)	Case No. 08-11578 (MFW)
Debtor.	)	
	)	Response Deadline: August 17, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**ELEVENTH MONTHLY APPLICATION OF KELLEY DRYE &  
WARREN LLP FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM  
JUNE 1, 2009 THROUGH JUNE 30, 2009**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its eleventh monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from June 1, 2009 through June 30, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in

possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing motions, applications, and related documents impacting the Debtor's estate, including pleadings relating to environmental claims and the adversary proceeding filed by the Environmental Protection Agency ("EPA");
- (b) researching and analyzing case law regarding environmental liability and clean-up obligations in the context of bankruptcy;
- (c) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtor's estate in this case;
- (d) reviewing, analyzing and preparing motions and statements regarding extension and limited termination of exclusivity period;

- (e) reviewing monthly statements and preparing interim fee application and tenth monthly fee application; and
- (f) working in concert with the Debtor to structure a plan of reorganization.

#### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

##### **General Case Administration** - (Fees: \$1,109.00 - Total Hours: 2.6)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating dockets, calendars and case files.

##### **Fee Matters** - (Fees: \$3,256.80 - Total Hours: .3)

8. This category represents time spent to prepare and coordinate applications for compensation and the review of applications filed.

##### **Disclosure Statement and Plan of Reorganization** - (Fees: \$1,925.00 - Total Hours: 3.8)

9. This category represents time expended by Applicant on matters related to the disclosure statement and plan of reorganization, including proceedings regarding extending the period of exclusivity.

**Environmental Matters** - (Fees: \$76,902.50 - Total Hours: 158.4)

10. This category represents time expended by Applicant on matters related to the Debtor's environmental issues, including review and analysis of pleadings filed by the EPA related to the Grand Prairie, Texas site and settlement discussions in the pending adversary proceeding filed by the EPA. Applicant also spent time addressing issues related to the proposed mediation of that proceeding and performing legal research related to environmental clean-up obligations in the bankruptcy context.

**EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$5,215.89. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

**VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of 172.6 hours in connection with this case during the Application Period. A detailed

breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

14. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$83,193.50.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

16. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

19. The fees billed for this Application Period total \$83,193.50 and the expenses incurred during this Application Period are \$5,215.89. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable

to Kelley Drye for the Application Period are \$66,554.80 and the expenses payable to Kelley Drye for the Application Period are \$5,215.89.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$83,193.50 and reimbursement of actual and necessary expenses incurred in the sum of \$5,215.89 for the period from June 1, 2009, through June 30, 2009, and such other relief as this Court deems just and proper.

Dated: July 27, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER,  
COPLAN & ARONOFF LLP**

/s/ Bradford J. Sandler  
Bradford J. Sandler (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*



**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on July 24 2009.

A handwritten signature in black ink, appearing to be 'Eric R. Wilson', written over a horizontal line.

Eric R. Wilson, Esquire

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

July 23, 2009  
Invoice No. 2362103

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,256.50

OTHER CHARGES: \$0.30

**TOTAL AMOUNT DUE: \$3,256.80**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

July 23, 2009  
Invoice No. 2362103Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
06/02/09	Read Benesch sixth application.	ERW	0.20
06/08/09	Review Nachman eighth application (.2), Potter ninth application (.2) and Benesch sixth application (.2); review May bills preparatory to June statement (.6).	ERW	1.20
06/18/09	Review docket and confirm with E. Wilson and J. Farrah that no objections have been received to Kelley Drye's 9th monthly fee application (.2); email Benesch regarding filing CNO (.1).	GRS	0.30
06/19/09	Confer with C. Wright regarding tenth monthly fee statement.	ERW	0.20
06/19/09	Review and comment on tenth monthly fee statement (.2); provide comments to C. Wright (.1).	ERW	0.20
06/19/09	Review Potter (.2) and Benesch (.2) second interim fee applications.	ERW	0.40
06/19/09	Confer with Eric Wilson re: tenth monthly fee application (.2); review invoices preparatory to drafting narrative to application (1.3); begin draft tenth monthly fee application (2.1).	CMW	4.00
06/22/09	Review comments from Eric Wilson to Fee Application (.2); revise application based on same (.4).	CMW	0.60
06/23/09	Finalize and prepare application for filing and file fee application.	CMW	0.70

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
July 23, 2009  
Page 2

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Total Services for this Matter: 3,256.50

Other Charges: Amount

Duplication \$0.30

Total Other Charges for this Matter: 0.30

Total this Invoice \$3,256.80

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

July 23, 2009

Page 3

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Attorney	Att	Hours	Amount
Wright, Courtney M	CMW	5.30	\$1,881.50
Wilson, Eric	ERW	2.20	1,243.00
Saydah, Jr., Gilbert R	GRS	0.30	132.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

July 23, 2009  
Invoice No. 2362102

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,109.00

OTHER CHARGES: \$231.71

**TOTAL AMOUNT DUE: \$1,340.71**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

July 23, 2009  
Invoice No. 2362102Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
06/02/09	Review docket and pleadings (.2); update documents and schedules to reflect critical dates (.3).	JEF	0.50
06/02/09	Emails with T. Gavin regarding operating report analysis.	ERW	0.20
06/04/09	Telephone call with B. Sandler regarding status.	ERW	0.20
06/08/09	Review and comment updated critical dates chart.	ERW	0.10
06/11/09	Emails with T. Gavin regarding financial report (.2); review J. Farrah summary of pleadings, agenda (.2).	ERW	0.40
06/24/09	Review docket for recently filed pleadings with impact, if any, on creditors and circulate same.	JEF	0.40
06/24/09	Review monthly operating report.	ERW	0.30
06/24/09	Email and phone correspondence with committee members re: committee call.	CMW	0.30
06/29/09	Gather and circulate pleadings on docket with impact on committee.	JEF	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
July 23, 2009  
Page 2

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Total Services for this Matter: 1,109.00

Other Charges:	Amount
Duplication	\$88.60
Telephone	120.96
Courier	22.15

Total Other Charges for this Matter: 231.71

Total this Invoice \$1,340.71



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
July 23, 2009  
Page 3

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Attorney	Att	Hours	Amount
Wright, Courtney M	CMW	0.30	\$106.50
Wilson, Eric	ERW	1.20	678.00
Farrah, James E	JEF	1.10	324.50

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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Delfasco Corporation Creditors' Committee

July 23, 2009  
Invoice No. 2362104

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$1,925.50
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$1,925.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

July 23, 2009  
Invoice No. 2362104Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
06/09/09	Emails with G. McBride regarding status.	ERW	0.20
06/12/09	Review and comment on Nachman report assessment from site visit (.1.1); emails with T. Gavin regarding site assessment (.2).	ERW	1.30
06/15/09	Confer with E. Wilson about appearing at plan exclusivity hearing (.2); appear at exclusivity hearing (.3); report to E. Wilson on hearing (.2).	MWP	0.70
06/15/09	Confer with M. Page regarding hearing coverage, exclusivity issues.	ERW	0.20
06/15/09	Review and analyze order on exclusivity motion for impact (.5); draft email and circulate same (.1).	JEF	0.60
06/15/09	Emails with T. Gavin regarding site assessment.	ERW	0.20
06/29/09	Emails with S. Yoder regarding extension of exclusivity (.2); read J. Farrah summary of exclusivity papers (.2).	ERW	0.40
06/30/09	Emails with S. Yoder regarding revisions to exclusivity order, status of settlement.	ERW	0.20
Total Services for this Matter:			1,925.50
Total this Invoice			\$1,925.50

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
July 23, 2009  
Page 2

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	2.50	\$1,412.50
Page, Mark W	MWP	0.70	336.00
Farrah, James E	JEF	0.60	177.00

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Delfasco Corporation Creditors' Committee

July 23, 2009  
Invoice No. 2362105

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$76,902.50
OTHER CHARGES:	\$4,983.88

**TOTAL AMOUNT DUE:** **\$81,886.38**

**TERMS: PAYMENT DUE UPON RECEIPT**

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July 23, 2009  
Invoice No. 2362105Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
06/02/09	Review and prepare documents regarding EPA adversary and possible settlement (.8); strategy conference with E. Wilson regarding same (.4).	JEF	1.20
06/02/09	Confer with J. Farrah and J. Wittenborn regarding status and mediation (.7); telephone call with T. Brown regarding status (.2); emails with T. Brown and M. Donnellan regarding discovery responses (.2).	ERW	1.10
06/02/09	Conference with Eric Wilson regarding response to the proposed mediation, staffing and research.	JLW	0.40
06/03/09	Collect and prepare documents regarding EPA action and settlement.	JEF	1.60
06/08/09	Review and analyze pleadings on docket regarding discovery requests (.4); Review schedules and timing for responses (.2)	JEF	0.60
06/09/09	Comprehensive mediation status update to committee (1.1); confer with J. Wittenborn regarding same (.5).	ERW	1.60
06/09/09	Conference with Eric Wilson regarding review of documents for the proposed mediation and staffing regarding same	JLW	0.50
06/10/09	Telephone calls with S. Yoder and M. Page regarding mediation statement (.5); confer with M. Page regarding mediation strategy (.3).	ERW	0.80
06/10/09	Review EPA litigation files sent by E. Wilson preparatory to	EW	1.10

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Client 019231

Matter 0010

July 23, 2009

Page 2

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Date	Description	Att	Hours
06/11/09	research for mediation brief. Confer with E. Wilson about upcoming mediation with EPA (.2); confer with S. Yoder, Debtor's counsel, and E. Wilson regarding same (.2); begin reviewing background materials for mediation statement (.7).	MWP	1.10
06/11/09	Telephone calls with S. Yoder regarding status, manner of proceeding and mediation statement (.8); telephone calls with E. Waeckerlin (.3) and M. Page (.5) regarding mediation statement (.3); email with S. Yoder regarding stay of proceedings pending mediation (.1).	ERW	2.00
06/11/09	Telephone conversation with E. Wilson regarding mediation (0.3); review and take notes on law review article by Joel Gross to determine best arguments and caselaw for mediation brief (1.7); review settlement proposal from DOJ (0.5)	EW	2.50
06/12/09	Email to S. Yoder regarding stay of mediation proceedings (.2); briefly review environmental liability analysis memo regarding claim versus injunction for mediation strategy (.6); emails with committee regarding case, mediation update (.3).	ERW	1.10
06/12/09	Review materials on treatment in bankruptcy of environmental cleanup obligations.	MWP	2.90
06/13/09	Review research materials on treatment in bankruptcy of environmental penalties (2.3); review case and adversary proceeding filings, EPA claims and administrative expense request, RCRA cleanup order, and EPA cleanup action memorandum (3.5).	MWP	5.80
06/15/09	Review research materials on treatment of environmental	MWP	4.00

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Client 019231

Matter 0010

July 23, 2009

Page 3

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Date	Description	Att	Hours
06/15/09	obligations (1.2); confer with E. Waeckerlin about updating research on bankruptcy treatment of environmental claims (.4); confer with E. Wilson about mediation strategy (.6); confer with E. Wilson and T. Gavin about financial information for mediation (.4); review financial information on Debtor (.5); e-mail T. Gavin concerning financial information for mediation (.2); e-mail exchanges with E. Waeckerlin concerning research issues (.5). Conference call with M. Page and T. Gavin regarding ability to pay analysis for mediation (.5); review and comment on M. Page mediation issues list (.4); conference calls with M. Page regarding mediation issues, strategy, disposition of exclusivity hearing (.9); emails with S. Yoder regarding open mediation issues (.2).	ERW	2.00
06/15/09	Discuss research with M. Page (0.5); update research on environmental liability (1.6); update research on payment of environmental fines as administrative expenses (1.4); email to M. Page regarding environmental liability (0.4); conduct research regarding cases on automatic stay (0.8); research EPA's discretion to assess RCRA penalties, email M. Page the research on administrative expenses (0.4); draft email to M. Page regarding EPA section 7003 penalty policy (0.4)	EW	5.60
06/16/09	E-mail exchanges with E. Wilson and J. Farrah concerning rejection damages and setoff issues pertinent to financial analyses for use at mediation (.5); e-mail exchanges with E. Waeckerlin concerning environmental claim discharge issues (.2); confer with E. Waeckerlin concerning standards for assessment of RCRA penalties (.3); review case and	MWP	7.30



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Matter 0010

July 23, 2009

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Date	Description	Att	Hours
	adversary proceeding filings and draft background section of mediation statement (5.5); conferences with J. Farrah about rejection damages issues (.4); confer with T. Gavin about pending contracts of Debtor and potential rejection damages (.3).		
06/16/09	Research the formula for damages used by the Federal Acquisition Registry regarding impact of rejection of government contracts (1.7); strategy conference with M. Page regarding same (.4).	JEF	2.10
06/16/09	Prepare for call and call with Nachman and committee regarding status and mediation (1.2); review revised Nachman site assessment report (.3); follow-up call with S. Prociv (.2); emails with S. Yoder regarding mediation status, briefing extension (.2); confer with J. Farrah regarding research for mediation statement (.3); telephone calls (.6); and emails (.7) with T. Gavin and M. Page regarding financial analysis, mediation statement, FAR clause; emails with J. Gross regarding mediation schedule (.2).	ERW	3.90
06/16/09	Discussion with M. Page regarding RCRA penalty research (0.3); research a potential "good cause" defense under RCRA's penalty scheme per M. Page's instruction (1.3); email M. Page regarding automatic stay research update (0.4)	EW	2.00
06/16/09	Research the effect of filing a proof of claim pursuant to M. Page's instructions (0.6)	EW	0.60
06/17/09	Review and comment on mediation agreement and government's proposed changes to the mediation agreement	MWP	5.70

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July 23, 2009

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Date	Description	Att	Hours
	(1.3); work on mediation statement (4.4).		
06/17/09	Continue researching damages formula under the FAR in connection with liquidation analysis.	JEF	1.00
06/17/09	Emails with S. Yoder (.2) and T. Gavin (.2) regarding extension of mediation brief deadline; emails with T. Gavin regarding mediation financial analysis (.2); confer with M. Page regarding status of mediation strategy (.4).	ERW	1.00
06/18/09	Continue research into government claims as a result of termination of contract (1.0); draft summary of same to M. Page (.2); confer with M. Page regarding same (.3).	JEF	1.50
06/18/09	Confer with J. Farrah concerning rejection damages issues (.3); review financial analysis prepared by T. Gavin (.5); e-mail T. Gavin concerning financial analysis of Debtor and contract rejection damages issues (.3); review revised mediation agreement and e-mail E. Wilson concerning same (.4); confer with S. Yoder, Debtor's counsel, regarding EPA claims and settlement strategy (.7); strategy conference with M. Page regarding mediation statement (.8); continue work on mediation statement (4.2)	MWP	7.20
06/18/09	Emails with J. Gross, S. Yoder, M. Donnelan and M. Page regarding mediation agreement (.5); analysis of Nachman financials (.5); email to committee regarding mediation status (.2); strategy conference with M. Page regarding mediation statement (.8); emails with T. Gavin regarding financial analysis (.2).	ERW	2.20
06/19/09	Continue work on draft mediation statement (5.8); confer with T. Gavin about liquidation analyses and Debtor's financial projections (.9); review information received from	MWP	8.70

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Client 019231  
Matter 0010  
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Page 6

Date	Description	Att	Hours
06/19/09	T. Gavin concerning financial issues pertinent to mediation statement (.3); review mediation agreement and e-mail M. Donnellan, US DOJ, concerning same (.5); confer with J. Farrah regarding reasearch for mediation statement (.3); review RCRA Order issued against Debtor and e-mail E. Waekcerlin concernng certain terms of order (.9).	JEF	0.30
06/19/09	Conference with M. Page regarding research into "protective claims" filed by EPA.	ERW	3.70
06/19/09	Preliminary review and comment on mediation statement (1.8); read cases regarding injuncion as claim and breach of performance as claim (1.0); confer with J. Wittenborn regarding RCRA and CERCLA defenses (.3); emails with S. Prociv regarding mediation (.2); read Nachman financial analysis, going concern and liquidation projections (.2); email to committee regarding draft mediation statement (.2).	JLW	0.30
06/20/09	Conference with Eric Wilson regarding research on RCRA and CERCLA questions	MWP	9.70
06/20/09	Review research materials on treatment of environmental obligations in chapter 7 liquidation (1.8); revise mediation statement to address treatment of EPA's rights in chapter 7 liquidation (1.4); review research materials on EPA's rights under Resource Conservation and Recovery Act (2.0); revise mediation statement's discussion of treatment of EPA's rights under RCRA (.9); e-mail exchanges with T. Gavin concerning likely recoveries in chapter 7 liquidation (.3) revise mediation statement to incorporate comments of E. Wilson (3.3).	EW	1.50

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Client 019231  
Matter 0010  
July 23, 2009  
Page 7

Date	Description	Att	Hours
06/21/09	fund in the UAO (1.0); draft email to John Wittenborn regarding the same (0.5) Research case law dealing with "protective claims" filed by EPA.	JEF	3.30
06/22/09	Continue research into the legitimacy of "protective claims" filed by the EPA.	JEF	0.80
06/22/09	Conferences with E. Wilson concerning revisions to mediation statement (1.3); revisions to drafts of mediation statement (3.9); e-mails to S. Yoder and to T. Gavin concerning mediation submissions (.6).	MWP	5.80
06/22/09	Extensive review and comment on mediation statement revised per my instruction prior to final circulation (3.8); read CMC, Torwico and Penn Terra (1.2); telephone calls and emails with M. Page and S. Yoder regarding revisions to statement (1.1); emails with J. Gross regarding premediation conference call (.2); review comments to statements of the following individuals and make changes P. Kadlacek (.8); S. Yoder (.6) and T. Gavin (.6).	ERW	8.30
06/23/09	Confer with E. Wilson about mediation issues (.4); e-mails to S. Yoder and T. Gavin concerning draft financial analysis (.2)	MWP	0.60
06/23/09	Telephone calls and emails with S. Prociv regarding mediation agreement (.5); emails with J. Gross regarding same (.2); emails with committee members regarding same (.2); emails with J. Gross regarding premediation conference (.2); emails with T. Gavin regarding final read of mediation statement (.2); call with M. Page (.4) and J. Wittenborn (.6) regarding RCRA open items for mediation;	ERW	4.10

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Client 019231  
Matter 0010  
July 23, 2009  
Page 8

Date	Description	Att	Hours
	emails with S. Yoder and M. Donnellan regarding TCEQ participation in mediation (.3); read and analyze U.S. government mediation statement (.7); confer with M. Page (.3) regarding Penn Terra, Torwico; confer with C. Wright regarding mediation binder (.2); review binder (.2).		
06/23/09	Confer with Eric Wilson creation of binder re: Mediation and Apex materials (.2); prepared binder (1.2).	CMW	1.40
06/23/09	Conference with Eric Wilson regarding mediation issues and strategy.	JLW	0.60
06/24/09	Continue researching the ability to file a claim for a non-monetary amount as a precaution without waiving injunction argument (1.2); confer with E. Wilson regarding same. (.1).	JEF	1.30
06/24/09	Prepare for call and pre-call with mediator regarding material issues, TCEQ participation (1.3); telephone call with T. Gavin preparatory to mediation (.6); review financials, government and committee mediation statements preparatory to call (1.1); emails with S. Yoder and J. Gross regarding Texas participation in mediation, attendees (.2).	ERW	3.20
06/25/09	Review United States' mediation statement (1.2); review key cases for mediation (2.4); review standards for issuance of RCRA order (1.0).	MWP	4.60
06/25/09	Read the following preparatory to mediation financial reports (1.4), select cases including Burlington (.8), Penn Terra (.7), Torwico (.7), Midatlantic (.5) National Gypsum (.6) and Greylines (.4); prepare outline for mediation (1.2); EPA settlement proposal (.3), EPA complaint (.3) and Delfasco answer (.2); TCEQ and EPA proof of claim (.8),	ERW	10.30

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Page 9

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Date	Description	Att	Hours
	EPAs request for payment of administrative expense (.5) emails with T. Gavin and committee regarding financials (.2); emails with S. Yoder and P. Kadlacek regarding allocation defense (.3); prepare for call and call with committee regarding mediation strategy, settlement authority (1.4) .		
06/25/09	Review register regarding claims, committee claims regarding plan issues.	ERW	0.20
06/26/09	Multiple e-mail exchanges with E. Wilson concerning estimation of environmental claims (.4); review cases and other research materials on post-bankruptcy enforcement of cleanup orders and estimation of environmental claims (2.7); e-mail exchanges with E. Wilson concerning settlement terms (.3).	MWP	3.40
06/26/09	Telephone call with J. Wittenborn regarding quantification of EPA unsecured claim (.3); participate in mediation and travel back to New York (14.2); email to committee regarding settlement (.8).	ERW	15.10
06/26/09	Conference with Eric Wilson regarding CERCLA and RCRA liability issues for the Delfasco bankruptcy.	JLW	0.30
06/29/09	Emails with committee and P. Kadlecek regarding settlement.	ERW	0.50

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July 23, 2009  
Page 10

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Total Services for this Matter: 76,902.50

Other Charges:	Amount
Duplication	\$279.80
Telephone	0.50
Binding	46.40
Westlaw Research	4,623.58
Lexis Research	33.60

Total Other Charges for this Matter: 4,983.88

Total this Invoice \$81,886.38

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July 23, 2009  
Page 11

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Attorney	Att	Hours	Amount
Wright, Courtney M	CMW	1.40	\$497.00
Wilson, Eric	ERW	61.10	34,521.50
Page, Mark W	MWP	66.80	32,064.00
Waeckerlin, Eric	EW	13.30	4,655.00
Farrah, James E	JEF	13.70	4,041.50
Wittenborn, John L	JLW	2.10	1,123.50

**PAYMENT BY CHECK:**

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## **EXHIBIT L**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
DELFASCO, INC.,	)	
	)	Case No. 08-11578 (MFW)
Debtor.	)	
	)	Response Deadline: September 15, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWELFTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
JULY 1, 2009 THROUGH JULY 31, 2009**

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Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	July 1, 2009, through July 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$12,324.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$1,491.58

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's twelfth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	12.8	\$7,232.00
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$480	.4	\$192.00
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355	8.9	\$3,159.50
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	5.9	\$1,740.50

TOTAL HOURS BILLED: 28

TOTAL COMPENSATION: \$12,324.00

BLENDED RATE: \$441.14

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	1.4	\$575.00
Fee Matters	9.8	\$3,674.00
Disclosure Statement and Plan of Reorganization	3.3	\$1,405.50
Environmental Matters	13.5	\$6,669.50
Total	28	\$12,324.00

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 7/1/09 – 7/31/09
Computer Search		\$32.24
Books/Research Matters		\$10.00
Facsimile		\$5.00
Long Distance Telephone		\$41.66
Duplication		\$75.70
Courier		\$216.00
Binding		\$4.70
Outside Printing		\$19.34
Meals		\$148.41
Long Distance Travel		\$811.28
Cab Service		\$127.25
<b>Total</b>		<b>\$1,491.58</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: September 15, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWELFTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
JULY 1, 2009 THROUGH JULY 31, 2009**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its twelfth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from July 1, 2009 through July 31, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing the term sheet memorializing the settlement of the claims of the Environmental Protection Agency (the “EPA”) related to the Grand Prairie, Texas Site (the “Site”) and the Texas Commission on Environmental Quality’s (the “TCEQ’s”) potential objection to the settlement, corresponding with the Committee, the Debtor’s counsel and the EPA regarding same;
- (b) reviewing motions, memorandums of law and orders related to the withdrawal of the litigation initiated by the EPA related to the Site; corresponding with the Committee regarding same;
- (c) reviewing docket and summarizing same for impact and calendar dates;
- (d) reviewing, analyzing and preparing motions and statements related to the extension and limited termination of the exclusivity period; and
- (e) reviewing monthly statements and preparing the interim and eleventh monthly fee application; reviewing and preparing documents for interim fee hearing.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$575.00 - Total Hours: 1.4)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating internal dockets, calendars and case files.

#### **Fee Matters** - (Fees: \$3,647.00 - Total Hours: 9.8)

8. This category represents time spent to prepare and coordinate applications for compensation and the review of applications filed.

#### **Disclosure Statement and Plan of Reorganization** - (Fees: \$1,405.50 - Total Hours: 3.3)

9. This category represents time expended by the Applicant on matters related to the disclosure statement and plan of reorganization, including communications and the review of documents extending the period of exclusivity.

#### **Environmental Matters** - (Fees: \$12,324.00 - Total Hours: 13.5)

10. This category represents time expended by the Applicant on matters related to the Debtor's environmental issues, including review and analysis of the terms of the settlement with the EPA, TCEQ's objection to the settlement and communications and review of documents related to the withdrawal of the adversary proceeding filed by the EPA.

### **EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$1,491.58. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of 28 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

14. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$12,324.00.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.



16. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

19. The fees billed for this Application Period total \$12,324.00 and the expenses incurred during this Application Period are \$1,491.58. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$9,859.20 and the expenses payable to Kelley Drye for the Application Period are \$1,491.58.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$12,324.00 and reimbursement of actual and necessary expenses incurred in the sum of \$1,491.58 for the period from July 1, 2009, through July 31, 2009, and such other relief as this Court deems just and proper.

Dated: August 25, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

/s/ Bradford J. Sandler  
Bradford J. Sandler (No. 4142)  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and


**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on August 24, 2009.

  
\_\_\_\_\_  
Eric R. Wilson, Esquire

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

August 20, 2009  
Invoice No. 2364996

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$575.00

OTHER CHARGES: \$1,191.20

**TOTAL AMOUNT DUE: \$1,766.20**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

August 20, 2009  
Invoice No. 2364996Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
07/02/09	Review docket for recently filed pleadings and prepare summary of same.	JEF	0.30
07/13/09	Review summary of pleadings for impact, calendar dates.	ERW	0.20
07/22/09	Review docket and provide summary of critical pleadings.	JEF	0.20
07/27/09	Review pleadings on docket and draft summary.	JEF	0.30
07/27/09	Read fourth motion to extend removal deadline.	ERW	0.20
07/28/09	Review summary of pleadings for impact.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
August 20, 2009  
Page 2

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Total Services for this Matter: 575.00

Other Charges:	Amount
Duplication	\$75.70
Telephone	9.26
Facsimile	5.00
Long Distance Travel	811.28
Cab Service	127.25
Meals	148.41
Binding	4.70
Outside Printing	9.60

Total Other Charges for this Matter: 1,191.20

Total this Invoice \$1,766.20

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Client 019231

Matter 0001

August 20, 2009

Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	0.60	\$339.00
Farrah, James E	JEF	0.80	236.00

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101 PARK AVENUE  
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(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
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August 20, 2009  
Invoice No. 2364997

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,674.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$3,674.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
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August 20, 2009  
Invoice No. 2364997Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
07/02/09	Confer with C. Wright regarding status of interim fee applications.	ERW	0.20
07/02/09	Confer with E. Wilson regarding procedures order for compensation (.2); review of docket regarding fee application (.4).	CMW	0.60
07/08/09	Review of Order regarding compensation procedures (.2); update calendar pursuant to dates mandated in Order (.1).	CMW	0.30
07/10/09	Email correspondence with E. Wilson regarding fee applications.	CMW	0.20
07/13/09	Review Saul Ewing final fee application.	ERW	0.20
07/20/09	Review and prepare documents for interim fee hearing.	JEF	2.10
07/21/09	Provide notice to parties regarding interim fee hearing.	JEF	0.20
07/21/09	Emails with T. Gavin regarding fee hearing (.2); review and revise prebills preparatory to fee statement (.5).	ERW	0.70
07/23/09	Review and analyze entered orders on the docket and cross-check against fee applications.	JEF	0.40
07/24/09	Prepare monthly fee statement (4.1); confer with E. Wilson and revise based on same (.2).	CMW	4.30
07/24/09	Review and comment on monthly fee application (.2); provide comments to C. Wright (.2).	ERW	0.40
07/27/09	Review Potter Anderson 11th monthly fee application.	ERW	0.20
Total Services for this Matter:			3,674.00
Total this Invoice			\$3,674.00

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Client 019231  
Matter 0003  
August 20, 2009  
Page 2

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Attorney	Att	Hours	Amount
Wright, Courtney M	CMW	5.40	\$1,917.00
Wilson, Eric	ERW	1.70	960.50
Farrah, James E	JEF	2.70	796.50

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Delfasco Corporation Creditors' Committee

August 20, 2009  
Invoice No. 2364998

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,405.50

OTHER CHARGES: \$30.30

**TOTAL AMOUNT DUE: \$1,435.80**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
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Delfasco Corporation Creditors' Committee

August 20, 2009  
Invoice No. 2364998Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

Date	Description	Att	Hours
07/01/09	Review debtor's exclusivity motion (.3) and proposed order (.2); prepare language for proposed order (.3).	JEF	0.80
07/02/09	Email to committee regarding exclusivity extension (.2); review and comment on proposed order (.2).	ERW	0.40
07/07/09	Email to debtor's counsel, S. Yoder, regarding language in proposed order to extend exclusivity (.1); review of changes made (.2).	JEF	0.30
07/09/09	Review and comment on revised exclusivity order.	ERW	0.20
07/10/09	Review and analyze fourth motion to extend exclusivity and the proposed order (.3); draft proposed language to include in proposed order (.3).	JEF	0.60
07/22/09	Prepare for and attend omnibus hearing regarding fees and exclusivity.	ERW	1.00

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
August 20, 2009  
Page 2

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Total Services for this Matter:	1,405.50
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Other Charges:	Amount
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Telephone	\$30.30
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Total Other Charges for this Matter:	30.30
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Total this Invoice	\$1,435.80
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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
August 20, 2009  
Page 3

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Attorney	Att	Hours	Amount
Wilson, Eric	ERW	1.60	\$904.00
Farrah, James E	JEF	1.70	501.50

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Delfasco Corporation Creditors' Committee

August 20, 2009  
Invoice No. 2364999

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$6,669.50

OTHER CHARGES: \$270.08

**TOTAL AMOUNT DUE: \$6,939.58**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ABA #: 021-000-021  
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Delfasco Corporation Creditors' Committee

August 20, 2009  
Invoice No. 2364999Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

Date	Description	Att	Hours
06/24/09	Prepare binders for E. Wilson containing mediation papers, related financials, EPA Discovery documents and relevant case law.	CMW	3.50
07/06/09	Emails with S. Yoder and J. Gross regarding EPA settlement.	ERW	0.20
07/08/09	Emails with M. Donnellan regarding settlement term sheet and call with TCEQ.	ERW	0.20
07/09/09	Review EPA settlement term sheet.	ERW	0.50
07/13/09	Emails with M. Donnellan regarding TCEQ call.	ERW	0.20
07/15/09	Conference call with TCEQ and EPA regarding settlement (.9); emails with T. Gavin regarding same (.2); comprehensive email update to committee regarding status of settlement, TCEQ objection (1.2).	ERW	2.30
07/16/09	Emails with M. Donnellan regarding status of settlement (.2); read memo of law regarding withdrawal of reference and order approving same (.6); confer with J. Farrah regarding summary for committee (.2).	ERW	1.00
07/17/09	Draft summary of memorandum of law and order regarding withdrawal action (.5); confer with E. Wilson regarding same (.2).	JEF	0.70
07/17/09	Emails with S. Yoder regarding status of settlement (.2); email to committee regarding withdrawal of reference disposition (.5).	ERW	0.70
07/21/09	Emails with S. Yoder regarding settlement status.	ERW	0.20



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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

August 20, 2009

Page 2

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Date	Description	Att	Hours
07/22/09	Telephone call with S. Yoder regarding TCEQ objection to statement and manner of proceeding (.3); mark-up term sheet for settlement from EPA (1.1); compare term sheet with mediation notes (.3).	ERW	1.70
07/23/09	Final revisions to term sheet prior to circulation (.3); emails to S. Yoder (.2) and committee (.6) regarding term sheet; telephone call with T. Gavin regarding same (.2).	ERW	1.30
07/27/09	Emails with S. Yoder and M. Page regarding TCEQ termination of VCP.	ERW	0.20
07/27/09	Review letter from B. Wade, TCEQ; to P. Kadlecsek concerning Texas Voluntary Cleanup Program schedule (.2); e-mail E. Wilson concerning same (.2).	MWP	0.40
07/30/09	Emails with M. Donnellan and S. Yoder regarding term sheet and manner of proceeding.	ERW	0.20
07/31/09	Emails with S. Yoder and M. Donnellan regarding scheduling order, term sheet.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
August 20, 2009  
Page 3

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Total Services for this Matter: 6,669.50

Other Charges:	Amount
Telephone	\$2.10
Courier	216.00
Books/ Research Matters	10.00
Outside Printing	9.74
Computer Search	32.24

Total Other Charges for this Matter: 270.08

Total this Invoice \$6,939.58

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

August 20, 2009

Page 4

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Attorney	Att	Hours	Amount
Wright, Courtney M	CMW	3.50	\$1,242.50
Wilson, Eric	ERW	8.90	5,028.50
Page, Mark W	MWP	0.40	192.00
Farrah, James E	JEF	0.70	206.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT M**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DELFASCO, INC.,

Debtor.

)  
) Chapter 11  
)

) Case No. 08-11578 (MFW)  
)

) Response Deadline: October 15, 2009 at 4:00 p.m.  
) Hearing Date: Only if Objection(s) are filed  
)

**THIRTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
AUGUST 1, 2009 THROUGH AUGUST 30, 2009**

Name of Applicant:

Kelley Drye & Warren LLP

Authorized to Provide Professional  
Services to:

The Official Committee of Unsecured  
Creditors

Date of Retention:

November 18, 2008, *nunc pro tunc* to  
August 11, 2008

Period for which Compensation and  
Reimbursement of Expenses is Sought:

August 1, 2009, through  
August 30, 2009

Amount of Compensation Sought as  
Actual, Reasonable and Necessary:

\$7,661.00

Amount of Expense Reimbursement  
Sought As Actual, Reasonable and  
Necessary:

\$494.47

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's thirteenth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08- 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	9.3	\$5,254.50
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355	5.2	\$1,846.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	1.9	\$560.50

TOTAL HOURS BILLED: 16.4

TOTAL COMPENSATION: \$7,661.00

BLENDED RATE: \$467.13

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	1.5	\$712.50
Fee Matters	6.9	\$2,617.50
Disclosure Statement and Plan of Reorganization	4.4	\$2,297.00
Environmental Matters	3.6	\$2,034.00
<b>Total</b>	<b>16.4</b>	<b>\$7,661.00</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 8/1/09 – 8/30/09
Docket Review	Pacer	\$86.24
Postage		\$0.44
Transcriptions		\$398.75
Long Distance Telephone		\$9.04
<b>Total</b>		<b>\$494.47</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: October 15, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**THIRTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
AUGUST 1, 2009 THROUGH AUGUST 30, 2009**

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Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its thirteenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from August 1, 2009 through August 30, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.



3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing the term sheet memorializing the settlement of the claims of the Environmental Protection Agency (the "EPA") related to the Grand Prairie, Texas Site (the "Site"); corresponding with the Committee, the Debtor's counsel and the EPA regarding same;
- (b) reviewing motions, memorandums of law and orders related to the withdrawal of the litigation initiated by the EPA related to the Site; corresponding with the Committee regarding same;
- (c) negotiating release of Debtor's tax refund as part of setoff against EPA claim related to the Site under the terms of the settlement reached at mediation;
- (d) reviewing docket and summarizing same for impact and calendar dates;
- (e) reviewing, analyzing and preparing motions and statements related to the extension and limited termination of the exclusivity period;
- (f) reviewing, analyzing and preparing motions and statements regarding extension and limited termination of exclusivity period, and

- (g) reviewing monthly statements and preparing the twelfth monthly fee application.

#### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

##### **General Case Administration** - (Fees: \$712.50 - Total Hours: 1.5)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating internal dockets, calendars and case files.

##### **Fee Matters** - (Fees: \$2,617.50 - Total Hours: 6.9)

8. This category represents time spent to prepare and coordinate applications for compensation and the review of applications filed.

##### **Disclosure Statement and Plan of Reorganization** - (Fees: \$2,297.00 - Total Hours: 4.4)

9. This category represents time expended by the Applicant on matters related to the disclosure statement and plan of reorganization, including communications and the review of documents extending the period of exclusivity.

##### **Environmental Matters** - (Fees: \$2,034.00 - Total Hours: 3.6)

10. This category represents time expended by the Applicant on matters related to the Debtor's environmental issues, including review and analysis of the terms of the settlement with the EPA and communications and review of documents related to the withdrawal of the adversary proceeding filed by the EPA.

### **EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$494.47. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of 16.4 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

14. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$7,661.00.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

16. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

19. The fees billed for this Application Period total \$7,661.00 and the expenses incurred during this Application Period are \$494.47. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$6,128.80 and the expenses payable to Kelley Drye for the Application Period are \$494.47.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$7,661.00 and reimbursement of actual and necessary expenses incurred in the sum of \$494.47 for the period from August 1, 2009, through August 30, 2009, and such other relief as this Court deems just and proper.

Dated: September 25, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

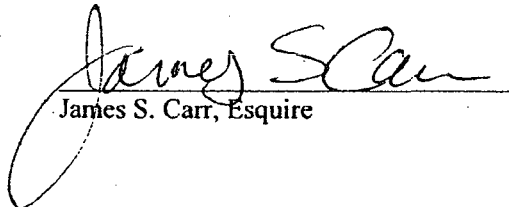
**KELLEY DRYE & WARREN LLP**  
James S. Carr  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF JAMES S. CARR PURSUANT TO 28 U.S.C. 1746**

I, JAMES S. CARR, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on September 25, 2009.

  
James S. Carr, Esquire

**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009  
Invoice No. 2367767

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$712.50

OTHER CHARGES: \$467.19

**TOTAL AMOUNT DUE: \$1,179.69**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009  
Invoice No. 2367767Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
08/03/09	Review and analyze docket and summarize order scheduling omnibus hearing dates (.1); draft summary regarding same (.1).	JEF	0.20
08/19/09	Briefly review operating report (.2); forward to T. Gavin (.1).	ERW	0.30
08/24/09	Review docket and provide summary of pleadings and hearing agenda for August 26 hearing.	JEF	0.30
08/24/09	Review agenda (.1); forward to J. Farrah regarding coverage (.1); emails with J. Farrah regarding extension of removal deadline (.2); emails with T. Gavin regarding operating report (.2).	ERW	0.60
08/25/09	Review agenda regarding cancelled hearing.	ERW	0.10

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

September 15, 2009

Page 2

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Total Services for this Matter:

712.50

**Other Charges:**

**Amount**

Postage	\$0.44
Telephone	9.04
Transcriptions	398.75
Pacer	58.96

Total Other Charges for this Matter:

467.19

Total this Invoice

\$1,179.69

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

September 15, 2009

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.00	\$565.00
Farrah, James E	JEF	0.50	147.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009

Invoice No. 2367768

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$2,617.50

OTHER CHARGES: \$27.28

**TOTAL AMOUNT DUE: \$2,644.78**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**  
JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009  
Invoice No. 2367768Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
08/17/09	Review application for compensation and draft summary of same.	JEF	0.10
08/18/09	Read Benesch eighth monthly fee application (.2); confer with C. Wright regarding status of monthly fee statement (.2).	ERW	0.40
08/18/09	Email correspondence with local counsel regarding certificates and no objection for fee application (.2); confer with E. Wilson regarding same (.2).	CMW	0.40
08/18/09	Review and summarize applications for compensation.	JEF	0.30
08/19/09	Review Nachman fee statement.	ERW	0.20
08/20/09	Analyze and review fee applications and certificates of no objection (.2); draft summary of same (.1).	JEF	0.30
08/21/09	Prepare Twelfth Monthly Fee Application.	CMW	3.60
08/24/09	Confer with E. Wilson regarding 12th monthly application (.3); revisions based on same (.9).	CMW	1.20
08/24/09	Read Potter Anderson twelfth monthly fee application.	ERW	0.20
08/27/09	Review Horthy fee application.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELS

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
September 15, 2009  
Page 2

---

Total Services for this Matter: 2,617.50

<u>Other Charges:</u>	<u>Amount</u>
Pacer	\$27.28
Total Other Charges for this Matter:	27.28
Total this Invoice	\$2,644.78

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

September 15, 2009

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	5.20	\$1,846.00
Wilson, Eric	ERW	1.00	565.00
Farrah, James E	JEF	0.70	206.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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FEDERAL ID NO. 13-5335107

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NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009  
Invoice No. 2367769

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$2,297.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$2,297.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009  
Invoice No. 2367769Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
08/13/09	Review fifth exclusivity motion (.2); emails with E. Wolfe regarding same (.2); comprehensive email and follow-ups to committee regarding plan status, exclusivity and settlement (1.4).	ERW	1.80
08/14/09	Emails with E. Wolfe regarding nonopposition to exclusivity extension.	ERW	0.20
08/18/09	Review motion to extend exclusivity and proposed order (.2); emails with E. Wilson regarding same (.2); draft summary of same with recommendation (.1).	JEF	0.50
08/18/09	Emails with F. DeFrancesco regarding status of tax refund and meeting with company to discuss manner of proceeding (.5); emails with J. Farrah regarding revisions to exclusivity order (.2).	ERW	0.70
08/20/09	Review motion to extend exclusive periods and provide language for proposed order regarding termination as to the Committee.	JEF	0.20
08/26/09	Telephone call with S. Yoder regarding status, committee call.	ERW	0.30
08/28/09	Emails to committee regarding status call with company.	ERW	0.30
08/31/09	Emails with T. Gavin regarding financial performance (.2) and to J. Farrah regarding exclusivity (.2).	ERW	0.40
Total Services for this Matter:			2,297.00
Total this Invoice			\$2,297.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

September 15, 2009

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	3.70	\$2,090.50
Farrah, James E	JEF	0.70	206.50

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PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009  
Invoice No. 2367770

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$2,034.00
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE: \$2,034.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

September 15, 2009  
Invoice No. 2367770Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
08/03/09	Conference call with S. Yoder and M. Donnellan regarding scheduling order and term sheet (.5); review joint stipulation regarding district court action (.2); emails with M. Donnellan and S. Yoder regarding same (.1).	ERW	0.80
08/05/09	Emails with M. Donnellan regarding entry of order staying district court action.	ERW	0.20
08/10/09	Emails with M. Donnellan, S. Yoder and P. Kadlacek regarding tax refund.	ERW	0.30
08/11/09	Telephone call with S. Yoder regarding EPA setoff (.2); review term sheet revised by EPA (.2); emails with S. Yoder and M. Donnellan regarding resolution of improper setoff (.3).	ERW	0.70
08/12/09	Emails with M. Donnellan and S. Yoder regarding exclusivity, setoff.	ERW	0.50
08/13/09	Emails with M. Donnellan and S. Yoder regarding settlement of set-off issues.	ERW	0.20
08/14/09	Emails with S. Yoder regarding settlement of tax refund (.2); emails with committee members regarding case status, recommendations (.3).	ERW	0.50
08/18/09	Email to S. Yoder regarding status of refund, deadline to dispose of commercial leases.	ERW	0.20
08/19/09	Emails with S. Yoder and M. Donnellan regarding order resolving referred payment.	ERW	0.20
Total Services for this Matter:			2,034.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
September 15, 2009  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
Total this Invoice			\$2,034.00

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
September 15, 2009  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	3.60	\$2,034.00

**PAYMENT BY CHECK:**

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NEW YORK, NEW YORK 10178  
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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT N**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: November 16, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**FOURTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	September 1, 2009, through September 30, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$14,390.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$60.58

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's fourteenth monthly fee application in this case.



If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$467.19	\$6,128.88	\$467.19

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	18.5	\$10,452.50
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355	8.6	\$3,053.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	3.0	\$885.00

**TOTAL HOURS BILLED:** 30.1

**TOTAL COMPENSATION:** \$14,390.50

**BLENDED RATE:** \$478.09

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	.7	\$260.50
Fee Matters	11.2	\$4,333.00
Disclosure Statement and Plan of Reorganization	7.3	\$4,016.50
Environmental Matters	3.4	\$1,921.00
Financing and Cash Collateral	7.5	\$3,859.50
Total	30.1	\$14,390.50

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 9/1/09 – 9/31/09
Long Distance Telephone		\$60.58
Total		\$60.58

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	<b>Response Deadline: November 16, 2009 at 4:00 p.m.</b>
	)	<b>Hearing Date: Only if Objection(s) are filed</b>

**FOURTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its fourteenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from September 1, 2009 through September 30, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) reviewing and analyzing the term sheet memorializing the settlement of the claims of the Environmental Protection Agency (the “EPA”) related to the Grand Prairie, Texas Site (the “Site”); corresponding with the Committee, the Debtor’s counsel and the EPA regarding same;
- (b) review orders extending deadline to file a plan of reorganization; corresponding with the Committee regarding same;
- (c) review, analyzing and respond to emergency cash collateral motion, proposed budget and adequate protection stipulation; summarize and make recommendations to Committee regarding same.
- (d) respond to emails regarding timing of Debtor’s tax refund as part of setoff against EPA claim related to the Site under the terms of the settlement reached at mediation;
- (e) reviewing docket and summarizing same for impact and calendar dates;
- (f) reviewing, analyzing and preparing motions and statements related to the extension and limited termination of the exclusivity period;

- (g) review, analyze and respond to requests for adjournment of administrative claims; analysis of the Debtors' operating reports, financial statements, and disclosure statement and plan of reorganization; corresponding with Committee and the Debtors' counsel regarding same; and
- (h) reviewing monthly statements and preparing the third interim fee application.

#### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

##### **General Case Administration** - (Fees: \$260.50 - Total Hours: .7)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, operating reports and Committee communications. This category also includes time spent updating internal dockets, calendars and case files.

##### **Fee Matters** - (Fees: \$4,333.00 - Total Hours: 11.2)

8. This category represents time spent to prepare and coordinate applications for compensation and the review of applications filed.

##### **Disclosure Statement and Plan of Reorganization** - (Fees: \$4,016.50 - Total Hours: 7.3)

9. This category represents time expended by the Applicant on matters related to the disclosure statement and plan of reorganization, including communications and the review of documents extending the period of exclusivity.

##### **Environmental Matters** - (Fees: \$1,921.00 - Total Hours: 3.4)

10. This category represents time expended by the Applicant on matters related to the Debtor's environmental issues, including review and analysis of the terms of the settlement

with the EPA and communications and review of documents related to the withdrawal of the adversary proceeding filed by the EPA.

**Financing and Cash Collateral** – (Fees: \$3,859.50 – Total Hours: 7.5)

11. This category represents time expended by the Applicant on matters related to the Debtor's financing issues, including review and analysis of the terms of the emergency cash collateral motion and the adequate protection stipulation and communications with the Committee regarding same.

**EXPENSES**

12. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$60.58. These disbursements are broken down into categories of charges included in attachments hereto.

13. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

**VALUATION OF SERVICES**

14. Attorneys and paraprofessionals of Kelley Drye have billed a total of 30.1 hours in connection with this case during the Application Period. A detailed breakdown of the

hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

15. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$14,390.50.

16. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

17. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

18. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

19. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

20. The fees billed for this Application Period total \$14,390.50 and the expenses incurred during this Application Period are \$60.58. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the

Application Period are \$11,512.40 and the expenses payable to Kelley Drye for the Application Period are \$60.58.

**WHEREFORE**, Kelley Drye respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$14,390.50 and reimbursement of actual and necessary expenses incurred in the sum of \$60.58 for the period from September 1, 2009, through September 30, 2009, and such other relief as this Court deems just and proper.

Dated: October 27, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

/s/ Bradford J. Sandler

Bradford J. Sandler (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**  
James S. Carr  
Gilbert R. Saydah Jr. (DE Bar No. 4304)  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*



**DECLARATION OF JAMES S. CARR PURSUANT TO 28 U.S.C. 1746**

I, JAMES S. CARR, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on October 25, 2009.

  
James S. Carr, Esquire

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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NEW YORK  
STAMFORD  
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BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370716

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$260.50

OTHER CHARGES: \$60.58

**TOTAL AMOUNT DUE: \$321.08**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370716Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/10/09	Prepare for and organize committee call with members (.4); confer with E. Wilson regarding same (.1).	JEF	0.50
09/17/09	Review orders extending removal deadline (.1) and deadline to file a plan (.1).	ERW	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
October 13, 2009  
Page 2

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Total Services for this Matter: 260.50

<u>Other Charges:</u>	<u>Amount</u>
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Telephone	\$60.58
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Total Other Charges for this Matter:	60.58
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Total this Invoice	\$321.08
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**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

October 13, 2009

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.20	\$113.00
Farrah, James E	JEF	0.50	147.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370717

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$4,333.00
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$4,333.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370717Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/08/09	Begin preparation of interim fee application.	CMW	1.20
09/09/09	Finalize interim fee application.	CMW	1.70
09/10/09	Review and comment on third monthly fee application (.2); provide comments to C. Wright (.2); email to S. Yoder summarizing outstanding unpaid fees (.2).	ERW	0.60
09/14/09	Review docket and provide summaries of fee applications for various professionals.	JEF	0.30
09/14/09	Review Benesch third interim application.	ERW	0.20
09/15/09	Review NHB monthly fee statement.	ERW	0.10
09/16/09	Review Potter Anderson third interim fee application.	ERW	0.20
09/17/09	Review Benesch third interim application.	ERW	0.20
09/18/09	Review of docket for fee applications (.1); review applications (.1); draft summary of same (.2).	JEF	0.40
09/24/09	Confer with J. Hunt re: current fee statements filed (.1) begin preparation of monthly fee statement (1.9).	CMW	2.00
09/25/09	Finalize monthly fee application.	CMW	3.70
09/25/09	Review and comment on monthly fee statement (.3); provide comments to C. Wright (.1); emails with S. Yoder and T. Brown regarding fee estimates (.2);	ERW	0.60
Total Services for this Matter:			4,333.00
Total this Invoice			\$4,333.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

October 13, 2009

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	8.60	\$3,053.00
Wilson, Eric	ERW	1.90	1,073.50
Farrah, James E	JEF	0.70	206.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370719

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,016.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$4,016.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370719Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/01/09	Emails with T. Gavin regarding updated cashflows.	ERW	0.20
09/09/09	Further email update from T. Gavin regarding financials.	ERW	0.20
09/10/09	Review docket for critical pleadings relating to motion to extend exclusivity and provide summary of same.	JEF	0.40
09/10/09	Emails with J. Farrah regarding exclusivity (.2); emails with S. Yoder regarding committee meeting (.2).	ERW	0.40
09/11/09	Prepare for call and call with counsel for company and committee (1.6); telephone call with T. Gavin regarding financial snapshot (.2); emails with T. Brown regarding plan filing, financials (.2); emails with T. Brown regarding adjournment of administrative claim request (.2).	ERW	2.20
09/14/09	Telephone call with T. Brown regarding comments to adequate protection stipulation (.5); review proposed order (.2); emails with T. Brown regarding status call (.2); email summary of company meeting for S. Prociv (.6).	ERW	1.50
09/23/09	Review operating report and forward to T. Gavin.	ERW	0.60
09/25/09	Emails with T. Brown and T. Gavin regarding plan and disclosure statement (.3); email to committee regarding plan, disclosure statement and recommendation (.3).	ERW	0.60
09/28/09	Begin review plan and disclosure statement.	ERW	0.90
09/29/09	Telephone call with T. Brown regarding extension of exclusivity, status of term sheet.	ERW	0.30
Total Services for this Matter:			4,016.50
Total this Invoice			\$4,016.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

October 13, 2009

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	6.90	\$3,898.50
Farrah, James E	JEF	0.40	118.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370721

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,921.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$1,921.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370721Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/03/09	Telephone call with S. Yoder regarding EPA status, rescheduling company call (.2); emails with committee and M. Donnellan (EPA) regarding same (.2).	ERW	0.40
09/10/09	Emails with T. Brown regarding status of term sheet.	ERW	0.20
09/11/09	Review latest iteration of term sheet (.2); telephone calls and emails with T. Brown regarding same (.4).	ERW	0.60
09/16/09	Call and email with T. Brown regarding revisions to term sheet, adequate protection order.	ERW	0.50
09/17/09	Emails with T. Brown and M. Donnellan regarding comments to term sheet and adequate protection order.	ERW	0.20
09/18/09	Emails with S. Yoder and M. Donnellan regarding administrative expense motion, adequate protection order.	ERW	0.20
09/21/09	Emails with T. Brown regarding TCEQ issues.	ERW	0.20
09/25/09	Emails with T. Brown and M. Donnellan regarding final approval of term sheet.	ERW	0.50
09/28/09	Review M. Donnellan further comments to term sheet (.3); email from M. Donnellan regarding same (.1); review mediation notes regarding same (.2).	ERW	0.60
Total Services for this Matter:			1,921.00
Total this Invoice			\$1,921.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

October 13, 2009

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	3.40	\$1,921.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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NEW YORK  
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PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370718

019231 Delfasco Corporation Creditors' Committee  
0004 Financing and Cash Collateral

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,859.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$3,859.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

October 13, 2009  
Invoice No. 2370718Client 019231  
Matter 0004 Financing and Cash Collateral

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/11/09	Review and comment on adequate protection stipulation.	ERW	0.30
09/21/09	Review emergency motion filed by Delfasco regarding cash collateral (.7); summarize for E. Wilson (.6).	JEF	1.30
09/21/09	Review J. Farrah summary of tax refund motion (.2); update and recommendation to committee regarding same (.3).	ERW	0.50
09/22/09	Review docket and provide summary of order on motion to shorten time.	JEF	0.10
09/22/09	Emails with T. Brown, M. Donnellan and S. Yoder regarding budget and adequate protection order (.8); review order granting motion to shorten time (.1); review further EPA and company comments to various iterations of adequate protection order (.8); provide committee comments (.3) telephone calls and emails with T. Brown regarding same (.5)	ERW	2.50
09/23/09	Prepare for and participate in telephonic hearing regarding emergency cash collateral motion (.7); review final revisions to proposed final order (.2); emails with S. Yoder, M. Donnellan and T. Brown regarding budget issues (.8).	ERW	1.70
09/23/09	Email traffic regarding release of refund, timing.	ERW	0.20
09/29/09	Review proposed budget (.1); emails with T. Gavin and T. Brown regarding same (.2).	ERW	0.30
09/30/09	Emails with S. Yoder, T. Gavin and T. Brown regarding budget (.4); emails with G. McBride regarding status (.2).	ERW	0.60
Total Services for this Matter:			3,859.50



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0004

October 13, 2009

Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	Total this Invoice		\$3,859.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0004

October 13, 2009

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	6.10	\$3,446.50
Farrah, James E	JEF	1.40	413.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT O**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
DELFASCO, INC.,	)	
	)	Case No. 08-11578 (MFW)
Debtor.	)	
	)	Response Deadline: December 15, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**FIFTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
OCTOBER 1, 2009 THROUGH OCTOBER 31, 2009**

---

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	October 1, 2009, through October 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$35,463.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$138.89

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's fifteenth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08- 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	23.9	\$13,503.50
Kristin Elliott, Esquire	2004	Associate since 2009.	\$440	42.8	\$18,832.00
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355	6.4	\$2,272.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	2.9	\$855.50

TOTAL HOURS BILLED: 76

TOTAL COMPENSATION: \$35,463.00

BLENDED RATE: \$466.62

**COMPENSATION BY PROJECT CATEGORY**

<b>PROJECT CATEGORY</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>
General Case Administration	2.1	\$862.50
Fee Matters	5.7	\$2,122.50
Disclosure Statement and Plan of Reorganization	66.7	\$31,684.50
Environmental Matters	1.5	\$793.50
<b>Total</b>	<b>76</b>	<b>\$35,463.00</b>

**EXPENSE SUMMARY**

<b>EXPENSE CATEGORY</b>	<b>SERVICE PROVIDER (if applicable)</b>	<b>TOTAL EXPENSES 10/1/09 – 10/31/09</b>
Long Distance Telephone		\$43.03
Courier		\$28.41
Duplication		\$20.50
Meals		\$46.95
<b>Total</b>		<b>\$138.89</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: December 15, 2009 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**FIFTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
OCTOBER 1, 2009 THROUGH OCTOBER 31, 2009**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its fifteenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from October 1, 2009 through October 31, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing motions, applications and related documents impacting the Debtor's estate, preparing and scheduling hearings and coordinating and communicating with the Committee;
- (b) Reviewing interim and monthly fee statements and preparing Applicant's fourteenth monthly fee statement;
- (c) Negotiating with the Debtor's concerning the proposed plan of reorganization (the "Plan"), including to provide for a sale alternative and to incorporate the terms of the settlement with the Environmental Protection Agency ("EPA") related to the Grand Prairie, Texas site (the "Site");
- (d) Reviewing and commenting on solicitations of interest related to the exit financing and potential sale under the proposed plan and the related form of confidentiality agreements; and
- (e) Addressing the revised EPA settlement term sheet and the joint status report submitted to the district court regarding the litigation with the EPA.



## **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

### **General Case Administration** - (Fees: \$862.50 - Total Hours: 2.1)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, including the Debtor's motion to extend the deadline to remove actions, preparation for and scheduling of hearings and related communications with the Committee. This category also includes time spent updating internal dockets, calendars and case files.

### **Fee Matters** - (Fees: \$2,122.50 - Total Hours: 5.7)

8. This category represents time spent to prepare and coordinate applications for compensation, coordinating payment and the review of applications filed.

### **Disclosure Statement and Plan of Reorganization** - (Fees: \$31,684.50 - Total Hours: 66.7)

9. Kelley Drye spent time in this category on matters related to the disposition of the exclusivity periods and the disclosure statement and the Plan. More specifically, Applicant reviewed, commented and otherwise responded to the Debtor's draft of the Plan in order to (a) provide an alternative for the Debtor to liquidate substantially all of its assets pursuant to the Plan in the event that the proposed reorganization is not feasible, (b) incorporate the terms of the proposed settlement with the EPA and (c) address issues related to the "new value" requirement.

10. Applicant reviewed and commented on the form solicitations of interest to potential providers of exit financing and potential buyers for the Debtor's assets under the Plan and

the related non-disclosure agreements prepared by NachmanHaysBrownstein, Inc.

("NachmanHays"), the Committee's financial advisors.

11. Kelley Drye also evaluated the Debtor's schedules and statement of financial affairs in connection with the proposed disposition of causes of action under chapter 5 of the Bankruptcy Code and communicated with the Committee, NachmanHays and Debtor's counsel in connection with the foregoing.

**Environmental Matters** - (Fees: \$793.50 - Total Hours: 1.5)

12. This category represents time expended by the Applicant on matters related to the Debtor's environmental issues at the Site, including the review and analysis of a revised term sheet memorializing the terms of the proposed settlement with the EPA and the joint status report submitted to the district court concerning the underlying litigation.

**EXPENSES**

13. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$138.89. These disbursements are broken down into categories of charges included in attachments hereto.

14. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

### **VALUATION OF SERVICES**

15. Attorneys and paraprofessionals of Kelley Drye have billed a total of 76 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

16. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$35,463.00.

17. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

18. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

19. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

20. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

21. The fees billed for this Application Period total \$35,463.00 and the expenses incurred during this Application Period are \$138.89. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$28,370.40 and the expenses payable to Kelley Drye for the Application Period are \$138.89.

**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$28,370.40 and reimbursement of actual and necessary expenses incurred in the sum of \$138.89 for the period from October 1, 2009, through October 31, 2009, and such other relief as this Court deems just and proper.

Dated: November 25, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

/s/ Bradford J. Sandler

Bradford J. Sandler (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

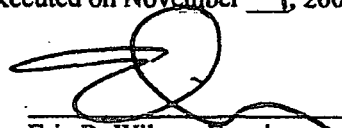
**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on November <sup>24</sup>, 2009.

  
Eric R. Wilson, Esquire

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 17, 2009  
Invoice No. 2375291

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$862.50

OTHER CHARGES: \$61.94

**TOTAL AMOUNT DUE: \$924.44**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 17, 2009  
Invoice No. 2375291Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/13/09	Emails with committee members in preparation for committee conference call.	JEF	0.20
10/20/09	Review docket to confirm dates of scheduled hearings and prepare documents for same.	JEF	0.30
10/21/09	Review docket for critical pleadings (.1); gather and prepare pleadings agenda in preparation of hearing on October 23 (.3).	JEF	0.40
10/21/09	Review notice of agenda (.1); emails with committee members regarding status, upcoming call (.2).	ERW	0.30
10/23/09	Emails with S. Yoder regarding extension of removal deadline.	ERW	0.20
10/26/09	Review docket for critical pleadings and draft summary of same; schedule hearing date for interim fee applications.	JEF	0.30
10/27/09	Review pleading summaries for impact (.2); emails with S. Yoder regarding motion to extend removal deadline (.2).	ERW	0.40

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

November 17, 2009

Page 2

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Total Services for this Matter:	862.50
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<u>Other Charges:</u>	<u>Amount</u>
Duplication	\$20.50
Telephone	13.03
Courier	28.41

Total Other Charges for this Matter:	61.94
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Total this Invoice	\$924.44
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

November 17, 2009

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.90	\$508.50
Farrah, James E	JEF	1.20	354.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

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FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 17, 2009  
Invoice No. 2375293

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$2,122.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$2,122.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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November 17, 2009  
Invoice No. 2375293Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/08/09	Review docket and provide summary and status of fee applications to E. Wilson.	JEF	0.20
10/14/09	Review docket for documents regarding fee applications and provide summary of same.	JEF	0.20
10/15/09	Review docket and provide summary of all fee applications and certificates of no objection.	JEF	0.20
10/19/09	Review Benesch tenth interim.	ERW	0.20
10/21/09	Emails with S. Yoder and T. Gavin regarding payment issues.	ERW	0.20
10/23/09	Review NHB third interim application.	ERW	0.20
10/26/09	Prepared fourteenth monthly fee application.	CMW	3.10
10/26/09	Review and comment on monthly fee application (.2); provide comments to C. Wright (.1).	ERW	0.30
10/27/09	Review docket for fee applications and certificates of no objection and provide summary of same.	JEF	0.10
10/28/09	Review court docket and analyze fee applications and certificates of no objection and provide summary of same.	JEF	0.20
10/30/09	Review and analyze applications to employ for critical information about professionals.	JEF	0.60
10/30/09	Call with Lisa Behra at Benesch regarding hearing for interim fee applications, email with E. Wilson regarding same.	CMW	0.20
Total Services for this Matter:			2,122.50
Total this Invoice			\$2,122.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

November 17, 2009

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	3.30	\$1,171.50
Wilson, Eric	ERW	0.90	508.50
Farrah, James E	JEF	1.50	442.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 17, 2009  
Invoice No. 2375294

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$31,684.50

OTHER CHARGES: \$76.95

**TOTAL AMOUNT DUE: \$31,761.45**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

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November 17, 2009  
Invoice No. 2375294Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/02/09	Review and comment on proposed disclosure statement (2.3) and plan (1.6).	ERW	3.90
10/02/09	Review revised EPA term sheet.	ERW	0.40
10/05/09	Emails with T. Gavin and S. Yoder regarding financing.	ERW	0.20
10/05/09	Emails with T. Brown regarding status.	ERW	0.20
10/06/09	Comprehensive email to committee regarding plan recommendations (.8); draft agenda for call with company and emails with T. Brown regarding same (.3).	ERW	1.10
10/07/09	Draft comprehensive email to S. Yoder regarding status of case, plan problems (1.1); calls with S. Yoder and T. Gavin regarding same (.6); emails with committee members regarding status (.2).	ERW	1.90
10/08/09	Emails with T. Gavin and S. Yoder regarding status.	ERW	0.20
10/09/09	Conference call with S. Yoder and T. Gavin regarding plan status, sale alternatives (.8); forward hybrid plan to S. Yoder (.2).	ERW	1.00
10/13/09	Prepare outline for committee call (.8); pre-call with T. Gavin (.2); call with committee regarding plan problems (.9); emails with S. Yoder regarding status (.2).	ERW	2.10
10/16/09	Emails with T. Gavin regarding status of teasers.	ERW	0.20
10/19/09	Emails with J. Farrah regarding exclusivity hearing (.2); review and comment on sale, financing teaser (.3); provide comments to group (.2); emails with S. Yoder regarding status of plan (.2).	ERW	0.70

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

November 17, 2009

Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/19/09	Strategy conference with E. Wilson regarding plan (.3); review settlement term sheet (.8).	KSE	1.10
10/20/09	Review teaser for exit financing or sale (.4); emails with E. Wilson and NHB regarding same (.2).	KSE	0.60
10/21/09	Outline open plan issues for company call (.4); review summary of insider transactions and preferences proposed by C. Wright (.5); review debtor's comments to teaser (.1).	ERW	2.60
10/21/09	Prepare summary of schedules and SOFA re: plan, releases (2.0); review of documents related to stock redemption issue and email summary of same to E. Wilson (1.1).	CMW	3.10
10/21/09	Review and markup draft plan per instruction of E. Wilson (5.2); review research regarding avoidance of stock redemption transactions (.4); email Committee regarding draft plan and disclosure statement (.3).	KSE	5.90
10/22/09	Prepare for call and call with S. Yoder and T. Gavin regarding comments to plan documents (.8); prepare outline for committee call (.6); review and comment on initial mark-up of plan and disclosure settlement (2.2); emails with P. Kadlecsek, T. Gavin and M. Savage regarding teaser, small business issues (.3).	ERW	3.90
10/22/09	Continue reviewing and marking up draft plan (1.2); conference call to discuss restructuring plan (.5); review and markup draft disclosure statement (4.6).	KSE	6.30
10/23/09	Review final teaser as revised prior to circulation.	ERW	0.20
10/23/09	Continue reviewing and revising draft disclosure statement (1.7); attend Committee call (.5); confer with E. Wilson regarding further structural changes to plan (.4).	KSE	2.60
10/26/09	Review entered exclusivity order (.1); review operating	ERW	0.40

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5535107

WASHINGTON  
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STAMFORD  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

November 17, 2009

Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/26/09	report (.2); forward to T. Gavin (.1). Revise draft plan of reorganization, including restructuring treatment of EPA claims to reflect terms of proposed settlement (9.8); draft summary of 10/23 Committee meeting for those members who were unable to attend (.5); review and markup confidentiality agreement (.4).	KSE	10.70
10/27/09	Review and comment on NDA (.3); review, comment on and send call summary to committee (.2); emails with T. Gavin regarding NDA agreement (.2); emails with M. Savage regarding same (.2).	ERW	0.90
10/28/09	Emails with S. Yoder regarding plan status (.2); review revised plan documents and provide additional comments to K. Elliott (.5); final review and comment on NDA prior to circulation (.2).	ERW	0.90
10/28/09	Revise confidentiality agreement per E. Wilson (.2) and email to NHB (.1); revise treatment of claims under plan (4.7); revise disclosure statement (3.8).	KSE	8.80
10/29/09	Continue revising plan to reflect full terms of EPA settlement and alternate distribution scenarios if EPA accepts or rejects the plan.	KSE	3.20
10/30/09	Revise disclosure statement to reflect revisions/restructuring of plan.	KSE	3.60



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

November 17, 2009

Page 4

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Total Services for this Matter:	31,684.50
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**Other Charges:****Amount**

Telephone	\$30.00
Meals	46.95

Total Other Charges for this Matter:	76.95
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Total this Invoice	\$31,761.45
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**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
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Client 019231

Matter 0009

November 17, 2009

Page 5

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	3.10	\$1,100.50
Wilson, Eric	ERW	20.80	11,752.00
Elliott, Kristin	KSE	42.80	18,832.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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NEW YORK  
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PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 17, 2009  
Invoice No. 2375295

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$793.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$793.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

November 17, 2009  
Invoice No. 2375295Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/02/09	Emails with M. Donnellan regarding district court joint status report (.1); briefly review report (.1).	ERW	0.20
10/06/09	Review docket and provide summary of motion to extend exclusivity.	JEF	0.20
10/16/09	Telephone call with S. Yoder regarding status call.	ERW	0.20
10/20/09	Emails with S. Yoder regarding plan status, new value issues (.2); review and comment on teaser (.3); circulate comments to teaser to group (.2).	ERW	0.70
10/23/09	Update from T. Gavin regarding expressions of interest.	ERW	0.20
Total Services for this Matter:			793.50
Total this Invoice			\$793.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
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BRUSSELS**AFFILIATE OFFICE:**  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

November 17, 2009

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.30	\$734.50
Farrah, James E	JEF	0.20	59.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT P**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
DELFASCO, INC.,	)	
	)	Case No. 08-11578 (MFW)
Debtor.	)	
	)	Response Deadline: January 19, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**SIXTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

---

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	November 1, 2009, through November 30, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$17,930.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$250.12

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's sixteenth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	16.7	\$9,435.50
Mark W. Page, Esquire	1994	Special Counsel since 2006	\$480	.9	\$432.00
Kristin Elliott, Esquire	2004	Associate since 2009.	\$440	9.9	\$4,356.00
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355	7.2	\$2,556.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	3.9	\$1,150.50

TOTAL HOURS BILLED: 38.6

TOTAL COMPENSATION: \$17,930.00

BLENDED RATE: \$464.50



### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	1.3	\$464.50
Fee Matters	12.3	\$4,735.50
Disclosure Statement and Plan of Reorganization	23.6	\$12,015.50
Environmental Matters	1.4	\$714.50
<b>Total</b>	<b>38.6</b>	<b>\$17,930.00</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 11/1/09 – 11/30/09
Long Distance Telephone		\$63.34
Duplication		\$108.70
Pacer		\$78.08
<b>Total</b>		<b>\$250.12</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
DELFASCO, INC.,	)	
	)	Case No. 08-11578 (MFW)
Debtor.	)	
	)	Response Deadline: January 19, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**SIXTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its sixteenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from November 1, 2009 through November 30, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing motions, applications and related documents impacting the Debtor's estate, preparing and scheduling hearings and coordinating and communicating with the Committee;
- (b) Reviewing interim and monthly fee statements and preparing Applicant's fifteenth monthly fee statement; preparing for and attending interim fee hearing.
- (c) Negotiating with the Debtor's concerning the proposed plan of reorganization (the "Plan"), including to provide for a sale alternative and to incorporate the terms of the settlement with the Environmental Protection Agency ("EPA") related to the Grand Prairie, Texas site (the "Site");
- (d) Reviewing and commenting on solicitations of interest related to the exit financing and potential sale under the proposed plan and the related form of confidentiality agreements; and

- (e) Addressing the revised EPA settlement term sheet and the joint status report submitted to the district court regarding the litigation with the EPA.

#### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

##### **General Case Administration** - (Fees: \$464.50 - Total Hours: 1.3)

7. This category represents time spent on general and administrative matters arising in this case, including general review of pleadings, including the Debtor's motion to extend the deadline to remove actions, preparation for and scheduling of hearings and related communications with the Committee. This category also includes time spent updating internal dockets, calendars and case files.

##### **Fee Matters** - (Fees: \$4,735.50 - Total Hours: 12.3)

8. This category represents time spent to prepare and coordinate applications for compensation, coordinating payment, the review of applications filed and attending the interim fee hearing.

##### **Disclosure Statement and Plan of Reorganization** - (Fees: \$12,015.50 - Total Hours: 23.6)

9. Kelley Drye spent time in this category on matters related to the disposition of the disclosure statement and the Plan. More specifically, Applicant reviewed, commented and otherwise responded to the Debtor's draft of the Plan in order to (a) provide an alternative for the Debtor to liquidate substantially all of its assets pursuant to the Plan in the event that the proposed reorganization is not feasible, (b) incorporate the terms of the proposed settlement with the EPA and

(c) negotiate and draft provisions related to duties of the plan administrator, and (d) address issues related to the liquidation of insurance policies.

**Environmental Matters** - (Fees: \$714.50 - Total Hours: 1.4)

10. This category represents time expended by the Applicant on matters related to the Debtor's environmental issues at the Site, including the review and analysis of a revised term sheet memorializing the terms of the proposed settlement with the EPA and the joint status report submitted to the district court concerning the underlying litigation.

**EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$250.12. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

14. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$17,930.00.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

16. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

19. The fees billed for this Application Period total \$17,930.00 and the expenses incurred during this Application Period are \$250.12. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$14,344.00 and the expenses payable to Kelley Drye for the Application Period are \$250.12.

**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$14,344.00 and reimbursement of actual and necessary expenses incurred in the sum of \$250.12 for the period from November 1, 2009, through November 30, 2009, and such other relief as this Court deems just and proper.

Dated: December 28, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

December 7, 2009  
Invoice No. 2376537

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$12,015.50

OTHER CHARGES: \$11.70

**TOTAL AMOUNT DUE: \$12,027.20**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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INVOICE NUMBER AS PAYMENT REFERENCE



**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

December 7, 2009  
Invoice No. 2376537Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/02/09	Emails with T. Gavin and S. Yoder regarding status of plan, liquidation analysis and projections (.2); emails with T. Gavin regarding expressions of interest regarding sale (.2).	ERW	0.40
11/03/09	Review and comment on plan and disclosure statement revised per my instruction (2.4); provide comments to K. Elliott (.8).	ERW	3.20
11/04/09	Confer with E. Wilson regarding comments and changes to plan and disclosure statement.	KSE	0.80
11/05/09	Research materials on interest rates (.2); confer with K. Elliot regarding same (.1).	JEF	0.30
11/05/09	Revise plan of reorganization per E. Wilson comments, including drafting provisions regarding powers and duties of plan administrator in liquidation and reorganization and revising distribution provisions to accomodate plan administrator's role.	KSE	1.80
11/06/09	Continue to revise disclosure statement per E. Wilson comments (including revised plan administrator role and changes to distribution provisions) (3.1); revise plan of reorganization (.6); email S. Yoder regarding revised plan and disclosure statement (.2); email Committee summarizing status of plan negotiations (.2).	KSE	4.10
11/06/09	Review and revise update to committee regarding plan (.2); emails with S. Yoder regarding same and compromise interference with sale (.2); review revised plan and email to	ERW	1.50

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0009

December 7, 2009

Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/07/09	S. Yoder (1.1). Review expressions of interest forwarded by M. Savage (NHB) and T. Gavin (.2); emails with T. Gain and S. Yoder regarding company's rejection of offers, liquidation analysis and cash (.6); review forecast (.8); emails with T. Gavin regarding same (.2).	ERW	1.80
11/09/09	Review liquidation analysis for plan.	KSE	0.40
11/10/09	Emails with C. Monteiro (Delfasco) and T. Gavin regarding transaction analysis.	ERW	0.20
11/10/09	Emails with P. Kadlacek, T. Gavin and S. Yoder regarding NDAs, cooperation with prospective buyers.	ERW	0.30
11/11/09	Emails with B. Sandler, S. Yoder and T. Gavin regarding P. Kadlacek interference with sale.	ERW	0.30
11/12/09	Emails with T. Gavin and P. Kadlacek regarding changes to dataroom.	ERW	0.20
11/16/09	Confer with K. Elliot regarding status and matter of proceeding (.2); e-mail to S. Yoder regarding plan (.2); continue review T. Gavin liquidation analysis and projections (.3).	ERW	0.70
11/17/09	Read LOI regarding financing for Marquette.	ERW	0.30
11/17/09	Telephone conference with D. Himmel (Melville) regarding liquidation of insurance policies.	ERW	0.20
11/19/09	Emails with committee regarding status, update call (.3); review NHB comments to plan documents (.8); email from T. Gavin regarding plan comments (.1).	ERW	1.20
11/23/09	Prepare for call and call with committee regarding plan, financing and sale status (1.2); outline open issues for company call (.4); emails and post call with T. Gavin	ERW	1.80

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Client 019231

Matter 0009

December 7, 2009

Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/24/09	regarding financial performance (.2). Emails with committee and S. Yoder regarding status of company comments to plan.	ERW	0.20
11/24/09	Review markup of plan and disclosure statement (.4); research ability to limit scope of post-confirmation UST fees pursuant to 28 U.S.C. 1930 (1.0).	KSE	1.40
11/30/09	Conference call with debtor to discuss latest revisions to plan and disclosure statement (1.1); draft summary of call and status for the committee (.3).	KSE	1.40
11/30/09	Prepare for call and call with S. Yoder and T. Gavin regarding plan comments.	ERW	1.10

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
December 7, 2009  
Page 4

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Total Services for this Matter: 12,015.50

**Other Charges:****Amount**

Duplication \$11.70

Total Other Charges for this Matter: 11.70

Total this Invoice \$12,027.20

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0009

December 7, 2009

Page 5

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	13.40	\$7,571.00
Farrah, James E	JEF	0.30	88.50
Elliott, Kristin	KSE	9.90	4,356.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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Delfasco Corporation Creditors' Committee

December 7, 2009  
Invoice No. 2376538

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$714.50  
OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$714.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
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ABA #: 021-000-021  
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December 7, 2009  
Invoice No. 2376538Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/30/09	Confer with E. Wilson about disposition of contaminated property under plan of reorganization (.5); review research materials on disposition in chapter 11 of contaminated land (.4).	MWP	0.90
11/30/09	Telephone call with M. Page regarding disposition of Grand Prairie, impact of covenants not to sue, bankruptcy discharge (.5); review term sheet regarding same (.2).	ERW	0.50
Total Services for this Matter:			714.50
Total this Invoice			\$714.50

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0010

December 7, 2009

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.50	\$282.50
Page, Mark W	MWP	0.90	432.00

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NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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Delfasco Corporation Creditors' Committee

December 7, 2009  
Invoice No. 2376254

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,735.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$4,735.50**

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December 7, 2009  
Invoice No. 2376254Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/02/09	Review Potter Anderson fourteenth monthly.	ERW	0.20
11/05/09	Review docket and analyze fee applications.	JEF	0.20
11/09/09	Email correspondence with L. Behra at Benesch regarding upcoming fee hearing (.2); review of chart provided by Potter Anderson (.2); revisions to fee applications based on meeting with J. Hunt (.5).	CMW	0.90
11/10/09	Review docket for fee applications, objections and certificates of no objection and provide summaries of same.	JEF	0.20
11/11/09	Review docket for relevant documents regarding fee applications in preparation for interim fee hearing.	JEF	0.30
11/12/09	Call to Potter Anderson regarding fee application for 11/24 Hearing regarding same (.3); email correspondence with E. Wilson regarding correction of numbers in Fee Motion prepared by Potter Anderson (.2); reviewed numbers in Third Interim Application for accuracy and modified accordingly and draft email to Potter Anderson with revised numbers (.2).	CMW	0.70
11/18/09	Reviewing Interim Fee Application and Exhibits in preparation for Fee Hearing (.3); confer with E. Wilson regarding same (.2).	CMW	0.50
11/19/09	Review docket for filed fee applications and review same (.2); provide summary of same (.1).	JEF	0.30
11/19/09	Review summaries of pleadings for impact.	ERW	0.20
11/20/09	Prepared 15th monthly fee application.	CMW	2.70

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

December 7, 2009

Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/23/09	Review docket for fee applications and objections and provide summary of same.	JEF	0.20
11/23/09	Review Benesch and Nachman monthly fee applications (.4); read notice of agenda and exhibit regarding fees (.2); emails with S. Yoder regarding same (.2); instruction to C. Wright regarding 15th monthly (.2).	ERW	1.00
11/23/09	Finalized fifteenth monthly fee application.	CMW	1.80
11/24/09	Prepare for and attend hearing on third interim fee application.	JEF	1.40
11/24/09	Confer with E. Wilson regarding 15th monthly fee statement (.2); revisions to statements based on same and filing same with court via local counsel (.4).	CMW	0.60
11/24/09	Review and comment on fifteenth monthly fee application (.5); provide comments to C. Wright (.2).	ERW	0.70
11/24/09	Instruct J. Farrah regarding hearing coverage (.2); review proposed order and provide comments (.2).	ERW	0.40
Total Services for this Matter:			4,735.50
Total this Invoice			\$4,735.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

December 7, 2009

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	7.20	\$2,556.00
Wilson, Eric	ERW	2.50	1,412.50
Farrah, James E	JEF	2.60	767.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

December 7, 2009  
Invoice No. 2376525

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$464.50

OTHER CHARGES: \$238.42

**TOTAL AMOUNT DUE: \$702.92**

**TERMS: PAYMENT DUE UPON RECEIPT**

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PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

December 7, 2009  
Invoice No. 2376525Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/06/09	Review filed motion for extension of time to file notice or removal of related proceedings and provide summary of same.	JEF	0.20
11/20/09	Review agenda for hearing on November 24 (.1); set up telephonic appearance for E. Wilson and email regarding same (.1); Review order approving extension of time to file notices of removal and provide summary of same (.1).	JEF	0.30
11/23/09	Review order on motion to extend (.1); review hearing agenda (.1); forward to T. Gavin (.1).	ERW	0.30
11/24/09	Review certification of counsel scheduling omnibus hearing dates and update case calendar (.1); update E. Wilson (.1).	JEF	0.20
11/25/09	Review docket for critical pleadings and order on third interim fee applications and provide summary of same.	JEF	0.30

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
December 7, 2009  
Page 2

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Total Services for this Matter: 464.50

**Other Charges:****Amount**

Outside Duplication	\$97.00
Telephone	63.34
Pacer	78.08

Total Other Charges for this Matter: 238.42

Total this Invoice \$702.92

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

December 7, 2009

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.30	\$169.50
Farrah, James E	JEF	1.00	295.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE



## **EXHIBIT Q**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: February 16, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**SEVENTEENTH MONTHLY APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	December 1, 2009, through December 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$28,282.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$79.92

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's seventeenth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08- 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89
12/28/09	11/1/09 - 11/30/09	\$17,930.00	\$250.12	\$14,344.00	\$250.12

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$565	23.8	\$13,447.00
Mark W. Page, Esquire	1994	Special Counsel since 2006	\$480	1.8	\$864.00
Kristin Elliott, Esquire	2004	Associate since 2009.	\$440	28.5	\$12,540.00
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$355	3.7	\$1,313.50
James E. Farrah, Esquire	2009	Associate since 2008.	\$295	.4	\$118.00

TOTAL HOURS BILLED: 58.2

TOTAL COMPENSATION: \$28,282.50

BLENDED RATE: \$485.95

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	.2	\$113.00
Fee Matters	5.4	\$2,166.00
Disclosure Statement and Plan of Reorganization	48.2	\$24,800.50
Environmental Matters	4.4	\$1,203.00
<b>Total</b>	<b>58.2</b>	<b>\$28,282.50</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 12/1/09 – 12/31/09
Long Distance Telephone		\$79.92
<b>Total</b>		<b>\$79.92</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<hr style="border-top: 1px solid black;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 40%;"><p>In re:</p><p>DELFASCO, INC.,</p><p style="text-align: right;">Debtor.</p></div><div style="width: 5%; text-align: center;"><p>)</p><p>)</p><p>)</p><p>)</p><p>)</p><p>)</p></div><div style="width: 55%; vertical-align: top;"><p>Chapter 11</p><p>Case No. 08-11578 (MFW)</p><p><b>Response Deadline: February 16, 2010 at 4:00 p.m.</b></p><p><b>Hearing Date: Only if Objection(s) are filed</b></p></div></div>	
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**SEVENTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009**

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Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its seventeenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from December 1, 2009 through December 31, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing motions, applications and related documents impacting the Debtor's estate;
- (b) Reviewing monthly fee statements and preparing Applicant's sixteenth monthly fee statement;
- (c) Negotiating with the Debtor and Pillar Holdings LLC ("Pillar") concerning the proposed plan of reorganization (the "Plan"), including the terms of the Pillar's proposed term sheet for the Plan sponsorship; and
- (d) Addressing the issues related to the proposed disposition of the Grand Prairie, Texas site (the "Site") and the joint status report submitted to the district court regarding litigation over the Site with the EPA.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$113.00 - Total Hours: .2)

7. This category represents time spent on general and administrative matters arising in this case, including general review of summary of pleadings.

#### **Fee Matters** - (Fees: \$2,166.00 - Total Hours: 5.4)

8. This category represents time spent to prepare and coordinate monthly applications for compensation, coordinating payment and the review of applications filed.

#### **Disclosure Statement and Plan of Reorganization** - (Fees: \$24,800.50 - Total Hours: 50.2)

9. Kelley Drye spent time in this category on matters related to the disclosure statement, the Plan and various alternative competing proposals for the disposition of substantially all of the Debtor's assets including Pillar's offer to sponsor the Plan. More specifically, Applicant reviewed, commented and otherwise responded to the competing proposals and conferred with and made recommendations to the Committee with respect to such proposals. The Applicant also reviewed, commented and otherwise responded to the Debtor's draft of the Plan to (a) incorporate the terms Pillar's proposal, and (b) address provisions in the Plan regarding executive compensation, administrative claim caps and related Committee protections.

#### **Environmental Matters** - (Fees: \$1,203.00 - Total Hours: 2.4)

10. This category represents time expended by the Applicant on matters related to the Debtor's environmental issues at the Site, including the review and analysis of a revised term

sheet memorializing the terms of the proposed settlement with the EPA and the joint status report submitted to the district court concerning the underlying litigation.

#### **EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$79.92. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

#### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.



14. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$28,282.50.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

16. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

19. The fees billed for this Application Period total \$28,282.50 and the expenses incurred during this Application Period are \$79.92. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$22,626.00 and the expenses payable to Kelley Drye for the Application Period are \$79.92.

**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$22,626.00 and reimbursement of actual and necessary expenses incurred in the sum of \$79.92 for the period from December 1, 2009, through December 31, 2009, and such other relief as this Court deems just and proper.

Dated: January 25, 2010  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on January 25, 2009.

  
Eric R. Wilson, Esquire

**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2380831

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$24,800.50
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$24,800.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2380831Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
12/01/09	Emails with T. Gavin regarding confirmation issues (.2); review, comment on and send status email with recommendations to committee (.5).	ERW	0.70
12/04/09	Update from S. Yoder regarding plan sponsor (.1); read operating report (.3); forward to T. Gavin (.1).	ERW	0.50
12/08/09	Emails with T. Gavin regarding plan status.	ERW	0.20
12/09/09	Initial review of Pillar term sheet (.8); telephone calls and emails with S. Potter (.5) and T. Gavin (.3) regarding same; email to committee regarding same (.4).	ERW	2.00
12/09/09	Review and comment on Pillar Holdings term sheet.	KSE	1.80
12/10/09	Review Nachman updated cash flow projections and liquidation analysis (.6); emails with T. Gavin and P. Kadlecsek regarding same (.2).	ERW	0.80
12/10/09	Review plan and disclosure statement and abstract open issues for E. Wilson.	KSE	0.70
12/14/09	Review and comment on term sheet revised per my instruction (.8); emails with S. Yoder regarding same (.2); conference call with K. Elliott and T. Gavin regarding revisions to term sheet (.7); review, comment on and send status email to committee (.3); review Nachman's comments to term sheet (.2).	ERW	2.20
12/14/09	Revise term sheet to address committee issues, define additional terms and incorporate E. Wilson comments (3.4); email with E. Wilson and T. Gavin regarding term sheet	KSE	6.00

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIADelfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
January 11, 2010  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	comments (.3); draft summary of term sheet revisions and recommendations for the committee (1.6); strategy conference with E. Wilson and T. Gavin regarding term sheet (.7).		
12/15/09	Review and comment on term sheet revised per discussion with T. Gavin (.4); provide further comments to K. Elliott (.2); emails with committee regarding term sheet issues (.3).	ERW	0.90
12/15/09	Continue revising term sheet to conform to plan structure and definitions per instruction of E. Wilson (2.6); email S. Yoder regarding comments/changes to term sheet (.2).	KSE	2.80
12/16/09	Prepare for call and call with S. Yoder and T. Gavin regarding Pillar term sheet, 363 transactions (.8); emails with S. Yoder and T. Gavin regarding same and revised forecasts (.3); review Shackleton and T-5 LOIs (.3); review Nachman term sheet comparison (.3).	ERW	1.70
12/16/09	Conference call with debtor to discuss term sheet revisions/counterproposal (.8); review/analyze 363 bids and NHB analysis of same (.7); email S. Yoder regarding administrative claims estimates (.2).	KSE	1.70
12/17/09	Emails with committee members regarding term sheet (.2); briefly review proposals to finance or acquire company (.5); emails with S. Yoder and G. Backenroth (Pillar counsel) regarding status call, term sheets (.4); review C. Monteiro revised admin claims analysis (.2); emails with T. Gavin regarding capitalization of Pillar's acquisition company (.2).	ERW	1.50
12/17/09	Conference call with T. Gavin and E. Wilson to review deal terms (.3); conference with E. Wilson to prepare for Committee call (.2); participate in Committee call (.9); draft	KSE	2.10

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

January 11, 2010

Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	email to Committee regarding motion to move forward with Pillar deal (.5); emails with S. Yoder regarding revisions to term sheet (.2).		
12/18/09	Review, comment on and sent summary of committee motion regarding Pillar proposal to committee (.3); instruct K. Elliott regarding revisions to term sheet (.3); review term sheet revised per my instruction (.9); review Nachman updated analysis of effective date payments (.3).	ERW	1.80
12/18/09	Conference call with E. Wilson regarding revisions to term sheet (.3); revise term sheet (1.6); review liquidation analysis (.3); emails with S. Yoder regarding comments and revisions to term sheet (.3).	KSE	2.50
12/21/09	Telephone call with S. Yoder regarding revised term sheet, adequate capitalization and executive compensation (.5); reviewed Shackleton, Federated and Michael B. LOIs (.1); review and comment on recommendation to committee regarding Pillar negotiations (.2).	ERW	0.80
12/21/09	Conference call with E. Wilson and S. Yoder to discuss amendments to term sheet (.5); draft email to the Committee summarizing Pillar proposal and making recommendations regarding same (.4).	KSE	0.90
12/22/09	Emails with committee regarding counter to Pillar offer.	ERW	0.30
12/23/09	Emails with S. Yoder regarding Pillar counter offer (.2); emails with I. Perlmutter and T. Gavin regarding T5 request regarding plan sponsor (.3); email traffic with P. Kadlecsek and T. Gavin regarding status and manner of proceeding (.3).	ERW	0.80
12/24/09	Telephone call with G. Backenroth regarding revisions to	ERW	1.90



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January 11, 2010

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
12/28/09	term sheet (.5); emails with committee (.3), G. Backenroth (.6), S. Yoder (.2) and T. Gavin (.3) regarding same. Conference call with E. Wilson and T. Gavin regarding Pillar counterproposal (.2); conference call with Pillar counsel regarding proposal (.3); revise term sheet to reflect amended terms and trade claim buyout (1.7); email to debtor and Pillar regarding term sheet (.1).	KSE	2.30
12/28/09	Prepare for call and calls with G. Backenroth, T. Gavin and committee regarding term sheet (1.4); review term sheet revised per my instruction and provide further comments (.5); emails with T. Gavin and I. Perlmutter regarding diligence issues (.2); review term sheet revised per my instruction (.2); review revised administrative expense detail regarding term sheet limitations (.2); email traffic regarding further revisions extension and milestone deadlines (.2).	ERW	2.70
12/29/09	Strategy conference with K. Elliott regarding continued negotiations with G. Backenroth (.2); emails with C. Monteiro and T. Gavin regarding administrative expense issues (.2).	ERW	0.40
12/29/09	Negotiate fee/administrative claim cap among debtor and Pillar (1.8); confer with E. Wilson regarding same (.2); provide additional comments to term sheet (.4).	KSE	2.40
12/30/09	Review Pillar comments to revised term sheet (.2); confer with K. Elliott regarding same (.2); review revised liquidation analysis (.2); review and comment on email to committee regarding recommendations (.2); review term sheet revised per my instruction (.2).	ERW	1.00
12/30/09	Analyze Pillar blackline of term sheet (.6) and provide	KSE	3.40

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0009

January 11, 2010

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	comments to same (.8); review revised liquidation analysis (.3); draft summary of term sheet and recommendations for the committee (1.7).		
12/31/09	Emails with G. Backenroth (.2), K. Elliott (.3), S. Yoder (.2); J. Kardon (Pillar's counsel) (.2), P. Kadeleck (.1) and T. Gavin (.2) regarding further revisions to term sheet, extension of deadlines; strategy conference with K. Elliott regarding same (.3).	ERW	1.50
12/31/09	Review and mark-up most recent term sheet, including confirmation of fee/administrative claim cap and other committee protections (1.6); strategy conference with E. Wilson regarding same (.3).	KSE	1.90
Total Services for this Matter:			24,800.50
Total this Invoice			\$24,800.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

January 11, 2010

Page 6

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	21.70	\$12,260.50
Elliott, Kristin	KSE	28.50	12,540.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2380832

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,203.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$1,203.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2380832Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
12/01/09	Review forms of environmental settlement agreements approved in other bankruptcies regarding trust and continuing liability issues (1.2); e-mail E. Wilson concerning provisions included in agreements and limitations on provisions' reach (.6).	MWP	1.80
12/04/09	Telephone calls with M. Donnellan (EPA) regarding status, district court status report (.4); emails with S. Yoder regarding same (.2).	ERW	0.60
Total Services for this Matter:			1,203.00
Total this Invoice			\$1,203.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0010

January 11, 2010

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.60	\$339.00
Page, Mark W	MWP	1.80	864.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021ACCOUNT NAME:KELLEY DRYE & WARREN LLPACCOUNT #:135-046110PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
PARSIPPANY  
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AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2379231

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$113.00

OTHER CHARGES: \$79.92

**TOTAL AMOUNT DUE: \$192.92**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2379231Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
12/10/09	Review summary of pleadings for impact.	ERW	0.20



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

January 11, 2010

Page 2

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Total Services for this Matter:	113.00
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<u>Other Charges:</u>	<u>Amount</u>
Telephone	\$79.92
Total Other Charges for this Matter:	79.92
Total this Invoice	\$192.92

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

January 11, 2010

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.20	\$113.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2379232

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$2,166.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$2,166.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

January 11, 2010  
Invoice No. 2379232Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
12/03/09	Review November invoices preparatory to December statement.	ERW	0.60
12/14/09	Review docket and review certificates of no objection for monthly fee applications.	JEF	0.20
12/16/09	Review Benesch twelfth monthly fee application.	ERW	0.20
12/18/09	Instruct C. Wright regarding 16th fee statement.	ERW	0.20
12/18/09	Begin drafting 16th fee application.	CMW	0.70
12/22/09	Review and analyze fee applications on docket.	JEF	0.10
12/23/09	Review, comment on and execute sixteenth monthly fee application.	ERW	0.30
12/23/09	Continued to draft and finalized 16th monthly fee application.	CMW	3.00
12/28/09	Prepare summary of fee applications on docket.	JEF	0.10
Total Services for this Matter:			2,166.00
Total this Invoice			\$2,166.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

January 11, 2010

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	3.70	\$1,313.50
Wilson, Eric	ERW	1.30	734.50
Farrah, James E	JEF	0.40	118.00

**PAYMENT BY CHECK:**  
KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**  
JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
**ACCOUNT NAME:**KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-048110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT R**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Response Deadline: March 17, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**EIGHTEENTH MONTHLY APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM JANUARY 1, 2010 THROUGH JANUARY 31, 2010**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	January 1, 2010, through January 31, 2010
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$25,625.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$179.29

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's eighteenth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08- 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89
12/28/09	11/1/09 - 11/30/09	\$17,930.00	\$250.12	\$14,344.00	\$250.12
1/25/10	12/1/10 - 12/31/10	\$28,282.50	\$79.92	\$22,626.00	\$79.92

#### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$585	31.4	\$18,369.00
Kristin Elliott, Esquire	2004	Associate since 2009.	\$480	4.8	\$2,304.00
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$410	9.2	\$3,772.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$340	3.4	\$1,156.00

TOTAL HOURS BILLED: 48.8

TOTAL COMPENSATION: \$25,625.00

BLENDED RATE: \$525.10



### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	1.0	\$536.00
Fee Matters	13.7	\$6,184.00
Disclosure Statement and Plan of Reorganization	31.8	\$17,559.50
Environmental Matters	.4	\$234.00
Claims	1.9	\$1,111.50
<b>Total</b>	<b>48.8</b>	<b>\$25,625.00</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 1/1/10 – 1/31/10
Long Distance Telephone		\$80.41
Pacer		\$9.28
Duplication		\$85.60
Binding		\$4.00
<b>Total</b>		<b>\$179.29</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: March 17, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**EIGHTEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
JANUARY 1, 2010 THROUGH JANUARY 31, 2010**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its eighteenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from January 1, 2010, through January 31, 2010 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing motions and documents impacting the Debtor's estate;
- (b) Reviewing monthly fee statements and preparing Applicant's seventeenth monthly fee statement and fourth interim fee application;
- (c) Negotiating with the Debtor and Pillar Holdings LLC ("Pillar") concerning the proposed plan of reorganization (the "Plan"), including the terms of the Pillar's proposed term sheet for the Plan sponsorship;
- (d) Addressing the issues related to the proposed settlement with the EPA regarding the Grand Prairie, Texas site (the "Site"); and
- (e) Analyzing and reviewing general unsecured claims for possible objections.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$536.00 - Total Hours: 1.0)

7. This category represents time spent on general and administrative matters arising in this case, including general review of summary of pleadings.

#### **Fee Matters** - (Fees: \$6,1844.00- Total Hours: 13.7)

8. This category represents time spent to prepare and coordinate monthly and interim applications for compensation, coordinating payment and the review of applications filed.

#### **Disclosure Statement and Plan of Reorganization** - (Fees: \$17,559.50 - Total Hours: 31.8)

9. Kelley Drye spent time in this category on matters related to the disclosure statement, the Plan and the disposition of substantially all of the Debtor's assets to Pillar. More specifically, Applicant reviewed, commented and otherwise responded to Pillar's proposal to purchase substantially all of the Debtor's assets, conferred with and made recommendations to the Committee with respect to that proposal. The Applicant also reviewed, commented and otherwise responded to the Debtor's draft of the Plan to (a) incorporate the terms of Pillar's proposal, and (b) address provisions in the Plan regarding executory contracts.

#### **Environmental Matters** - (Fees: \$234.00 - Total Hours: .4)

10. This category represents time expended by the Applicant in connection with a potential motion to approve the settlement with the EPA regarding the Site.

#### **Claims** - (Fees: \$1,111.50 - Total Hours: 1.9)

11. This category represents time expended by the Applicant on matters related to the claims reconciliation process, including addressing issues related to convenience claims.

#### **EXPENSES**

12. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$179.29. These disbursements are broken down into categories of charges included in attachments hereto.

13. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

#### **VALUATION OF SERVICES**

14. Attorneys and paraprofessionals of Kelley Drye have billed a total of hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

15. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$25,625.00.

16. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

17. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

18. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

19. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

20. The fees billed for this Application Period total \$25,625.00 and the expenses incurred during this Application Period are \$179.29. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$20,500.00 and the expenses payable to Kelley Drye for the Application Period are \$179.29.

**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$20,500.00 and reimbursement of actual and necessary expenses incurred in the sum of \$179.29 for the period from January 1, 2010, through January 31, 2010, and such other relief as this Court deems just and proper.

Dated: February 25, 2010  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

By: /s/ Bradford J. Sandler  
Bradford J. Sandler (No. 4142)  
PNC Bank Center  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
Tel: (302) 442-7010  
Fax: (302) 442-7012

and

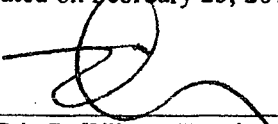
**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on February 25, 2010.

  
\_\_\_\_\_  
Eric R. Wilson, Esquire



**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382216

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,111.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$1,111.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382216Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/14/10	Telephone call and emails with T. Gavin regarding claims reconciliation process.	ERW	0.30
01/15/10	Emails with T. Gavin regarding status of claims reconciliation.	ERW	0.20
01/18/10	Emails with T. Gavin regarding claims reconciliation status.	ERW	0.20
01/19/10	Review T. Gavin claims report preparatory to call with T. Gavin regarding claims analysis (.5); telephone call with T. Gavin regarding same and convenience claims issues (.3).	ERW	0.80
01/25/10	Emails with T. Gavin and T. Dorr regarding status of claims reconciliation.	ERW	0.20
01/26/10	Emails with T. Dorr regarding claims objections.	ERW	0.20
Total Services for this Matter:			1,111.50
Total this Invoice			\$1,111.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

February 12, 2010

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.90	\$1,111.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382214

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$536.00

OTHER CHARGES: \$84.41

**TOTAL AMOUNT DUE: \$620.41**

**TERMS: PAYMENT DUE UPON RECEIPT**

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Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382214Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/14/10	Review docket and provide notice of hearing cancellation.	JEF	0.10
01/20/10	Review docket and retrieve operating report.	JEF	0.10
01/25/10	Review motion to extend removal deadline.	ERW	0.20
01/26/10	Review motion to extend removal deadline (.2); forward to committee with recommendation (.2).	ERW	0.40
01/29/10	Review docket for status.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
February 12, 2010  
Page 2

---

Total Services for this Matter: 536.00

<u>Other Charges:</u>	<u>Amount</u>	
Telephone	\$80.41	
Binding	4.00	
Total Other Charges for this Matter:		84.41
Total this Invoice		\$620.41

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
February 12, 2010  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.80	\$468.00
Farrah, James E	JEF	0.20	68.00

**PAYMENT BY CHECK:**

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ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
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**PAYMENT BY WIRE:**

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Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382230

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$234.00

OTHER CHARGES: \$9.28

**TOTAL AMOUNT DUE: \$243.28**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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NEW YORK, NEW YORK 10178  
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ACCOUNT #: 135-046110  
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FEDERAL ID NO. 13-5335107

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February 12, 2010  
Invoice No. 2382230

Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/28/10	Confer with K. Elliott regarding motion to compromise with EPA (.2); emails with J. Yoder regarding same (.2).	ERW	0.40

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
February 12, 2010  
Page 2

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Total Services for this Matter: 234.00

**Other Charges:**

**Amount**

Pacer

\$9.28

Total Other Charges for this Matter: 9.28

Total this Invoice \$243.28

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
February 12, 2010  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.40	\$234.00

**PAYMENT BY CHECK:**

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ATTN: TREASURER'S DEPARTMENT  
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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382215

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$6,184.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$6,184.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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February 12, 2010  
Invoice No. 2382215Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/06/10	Review NHB fifteenth monthly fee application.	ERW	0.20
01/07/10	Prepare interim fee application.	CMW	2.20
01/07/10	Review docket for fee applications and certificates of no objection.	JEF	0.20
01/08/10	Completed interim fee application.	CMW	1.10
01/11/10	Review and comment on December bills preparatory to January statement (.6); review and comment on KDW fourth interim (.7); provide comments to C. Wright (.2).	ERW	1.50
01/12/10	Confer with E. Wilson regarding comments to 4th Interim Fee Application (.2); revisions to same and circulation to Benesch for filing (.5).	CMW	0.70
01/13/10	Review fee applications by professionals.	JEF	0.20
01/13/10	Review Benesch fourteenth fee application.	ERW	0.20
01/19/10	Review docket for fee applications and orders approving fee applications.	JEF	0.10
01/21/10	Review Harty fourth monthly fee application.	ERW	0.20
01/25/10	Review docket for monthly applications and certificates of no objection to Kelley Drye's fees.	JEF	0.30
01/25/10	Review and comment on seventeenth monthly fee statement (.9); provide comments to C. Wright (.3).	ERW	1.20
01/25/10	Prepare Seventeenth Monthly Fee Application (3.1); confer with E. Wilson regarding same (.3); revised based on E. Wilson's comments (1.8)	CMW	5.20
01/26/10	Review docket and review interim fee applications.	JEF	0.10

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0003

February 12, 2010

Page 2

---

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/26/10	Review final monthly fee statement.	ERW	0.30
	Total Services for this Matter:		6,184.00
	Total this Invoice		\$6,184.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
February 12, 2010  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	9.20	\$3,772.00
Wilson, Eric	ERW	3.60	2,106.00
Parrah, James E	JEF	0.90	306.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382226

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$17,559.50  
OTHER CHARGES: \$85.60

**TOTAL AMOUNT DUE: \$17,645.10**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**  
KELLEY DRYE & WARREN LLP  
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ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

February 12, 2010  
Invoice No. 2382226Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/03/10	Review and mark-up final draft of term sheet from Pillar, including revisions to expense reimbursement provisions.	KSE	0.80
01/04/10	Review monthly operating report (.2); forward to T. Gavin (.1); review and comment on latest iteration of term sheet (.3); provide comments to K. Elliott (.2).	ERW	0.80
01/05/10	Call with S. Yoder and G. Backenroth regarding term sheet, possible conversion to asset sale (.7); telephone call with J. Doseck regarding same (.2); emails with committee regarding final term sheet execution (.3); review final version of term sheet prior to circulation for execution (.5); emails with T. Gavin regarding asset sale versus reorganization (.2).	ERW	1.90
01/05/10	Revise term sheet per comments received from debtor and Pillar; email Committee regarding status of negotiations and need to execute final term sheet.	KSE	2.60
01/06/10	Telephone call with J. Kardon (Pillar counsel) regarding status of term sheet and additional changes (.2); emails with P. Kadlacek regarding same (.2); provide instruction to K. Elliott regarding same (.2); confer with K. Elliott regarding status of term sheet (.2); review revised term sheet (.2); emails with committee regarding execution of term sheet (.2) and S. Yoder regarding plan and hearing dates (.1).	ERW	1.30
01/07/10	Emails with J. Kardon regarding term sheet (.2); email from S. Yoder to M. Donnellan regarding term sheet (.2).	ERW	0.40

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0009

February 12, 2010

Page 2

---

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/07/10	Final revisions to term sheet; coordinate execution of term sheet by Committee members; address questions regarding fee cap.	KSE	0.70
01/08/10	Emails with T. Gavin regarding revised administrative claim analysis (.2); telephone call with M. Minuti (conflicts counsel) regarding term sheet (.2); emails with S. Yoder, M. Donnellan and J. Kardon regarding status of term sheet, plan documents (.3).	ERW	0.70
01/08/10	Numerous emails and telephone calls with Pillar's counsel, debtor's counsel and other professionals to finalize execution of term sheet.	KSE	0.50
01/11/10	Prepare for call and call with debtors, EPA and DOJ regarding term sheet.	ERW	1.10
01/12/10	Telephone call with M. Donnellan regarding term sheet, trustee for Grand Prairie, Pillar transaction (.3); emails with S. Yoder regarding plan status (.2); conference call with S. Yoder and G. Backenroth regarding update of EPA signoff on term sheet (.9).	ERW	1.40
01/12/10	Emails with T. Gavin and S. Yoder regarding EPA bidder identity request.	ERW	0.20
01/13/10	Emails with T. Gavin, S. Yoder and G. Backenroth regarding status of EPA negotiations, transaction.	ERW	0.50
01/15/10	Telephone call and emails with S. Yoder regarding status of plan documents.	ERW	0.30
01/18/10	Email traffic regarding plan status, group call to discuss.	ERW	0.20
01/19/10	Call with G. Backenroth, T. Gavin and S. Yoder regarding revisions to plan and disclosure statement (.8); extensive review and comment on plan and disclosure statement (4.4);	ERW	6.30

**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIADelfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
February 12, 2010  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/20/10	review Pillar's comments to plan and disclosure statement (.9); review term sheet regarding same (.2). Review and comment on plan revised per call with S. Yoder, T. Gavin and G. Backenroth (.8); review and comment on Pillar's comments to revised plan documents (.5); extensive email traffic regarding same, alternative EPA claim treatment and exhibits to plan documents (1.8); telephone call with G. Backenroth regarding same (.2); review operating report (.2); forward to T. Gavin (.1); review and comment on various iterations of plan incorporating additional comments of debtor and Pillar (2.1).	ERW	5.70
01/21/10	Review and analyze docket for plan, disclosure statement, and motion to approve same; organize materials and review same.	JEF	1.80
01/21/10	Review and comment on disclosure statement as filed blacklined against last version received (1.7); provide comments to E. Wolfe (.4); emails with S. Yoder and M. Donnellan regarding status of Pillar's proposal (.2).	ERW	2.30
01/22/10	Finalize and review documents related to plan and disclosure statement.	JEF	0.50
01/25/10	Draft email to committee regarding plan status, dates.	ERW	0.70
01/27/10	Emails with M. Donnellan and S. Yoder regarding status of EPA and TCEQ approval of plan.	ERW	0.30
01/28/10	Emails with M. Donnellan regarding payment over time, executory contracts.	ERW	0.20
01/29/10	Telephone call with E. Wolfe regarding status of amended plan documents (.2); update to K. Elliott regarding hearing	ERW	0.40

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

February 12, 2010

Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/29/10	coverage, disclosure statement (.2). Confer with E. Wilson regarding plan status.	KSE	0.20

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
February 12, 2010  
Page 5

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Total Services for this Matter: 17,559.50

<u>Other Charges:</u>	<u>Amount</u>
Duplication	\$85.60

Total Other Charges for this Matter: 85.60

Total this Invoice \$17,645.10

**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
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Client 019231  
Matter 0009  
February 12, 2010  
Page 6

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	24.70	\$14,449.50
Farrah, James E	JEF	2.30	782.00
Elliott, Kristin	KSE	4.80	2,328.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## **EXHIBIT S**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
DELFASCO, INC.,	)	
	)	Case No. 08-11578 (MFW)
Debtor.	)	
	)	Response Deadline: April 14, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**NINETEENTH MONTHLY APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	February 1, 2010, through February 28, 2010
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$46,527.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$447.13

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's nineteenth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89
12/28/09	11/1/09 - 11/30/09	\$17,930.00	\$250.12	\$14,344.00	\$250.12
1/25/10	12/1/10 - 12/31/10	\$28,282.50	\$79.92	\$22,626.00	\$79.92
2/25/10	1/1/10 - 1/31/10	\$25,625.00	\$179.29	\$20,500.00	\$179.29

### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$585	38	\$22,230.00
John L. Wittenborn, Esquire	1974	Partner since 2006.	\$550	.9	\$495.00
Steven L. Humphreys, Esquire	1991	Special Counsel since 2000.	\$545	.8	\$436.00
Mark W. Page, Esquire	1994	Special Counsel since 2006.	\$495	3.1	\$1,534.50
Kristin S. Elliott, Esquire	2004	Associate since 2009.	\$485	32.5	\$15,762.50
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$410	3.3	\$1,353.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$340	13.5	\$4,590.00
Peter Kosiek	N/A	Paralegal since 2009.	\$180	.7	\$126.00

TOTAL HOURS BILLED: 92.8

TOTAL COMPENSATION: \$46,527.00

BLENDED RATE: \$501.37

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	.7	\$340.50
Fee Matters	6.7	\$3,097.00
Environmental Matters	9.2	\$4,713.50
Disclosure Statement and Plan of Reorganization	48.9	\$25,772.00
Claims	27.3	\$12,604.00
<b>Total</b>	<b>92.8</b>	<b>\$46,527.00</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 2/1/10 – 2/28/10
Long Distance Telephone		\$33.15
Pacer		\$84.64
Duplication		\$127.10
Binding		\$27.20
Car Service		\$56.73
Courier		\$30.18
Westlaw Research		\$53.13
Facsimile		\$35.00
<b>Total</b>		<b>\$447.13</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DELFASCO, INC.,

Debtor.

)  
) Chapter 11  
)

) Case No. 08-11578 (MFW)  
)

) Response Deadline: April 14, 2010 at 4:00 p.m.  
) Hearing Date: Only if Objection(s) are filed  
)

**NINETEENTH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its nineteenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from February 1, 2010, through February 28, 2010 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing motions and documents impacting the Debtor's estate;
- (b) Reviewing monthly fee statements and preparing Applicant's eighteenth monthly fee statement;
- (c) Negotiating the terms of the Debtor's proposed plan of reorganization with the Debtor, Delfasco Finance LLC, the U.S. Environment Protection Agency ("EPA") and the Texas Commission of Environmental Quality ("TCEQ"), and amending such plan and related disclosure statement accordingly;
- (d) Researching issues related to a settlement with the EPA regarding the Debtor's real property located in Grand Prairie, Texas (the "Grand Prairie Site") and drafting a settlement agreement and motion to approve the settlement pursuant to Bankruptcy Rule 9010; and
- (e) Analyzing claims reports and preparing and filing two (2) omnibus objections to unsecured claims.

### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

#### **General Case Administration** - (Fees: \$340.50 - Total Hours: .7)

7. This category represents time spent on general and administrative matters arising in this case, including without limitation the Applicant's ongoing review and summary of pleadings filed with the Court.

#### **Fee Matters** - (Fees: \$3,097.00 - Total Hours: 6.7)

8. This category represents time spent preparing monthly applications for compensation, coordinating payment and review of fee applications filed by other professionals retained in this case.

#### **Disclosure Statement and Plan of Reorganization** - (Fees: \$25,772.00 - Total Hours: 48.9)

9. This category includes time devoted to the Debtor's disclosure statement and proposed plan of reorganization. Among other things, the Applicant reviewed and negotiated with TCEQ to resolve TCEQ's objection to the Debtor's proposed disclosure statement and plan of reorganization. As a result of such negotiations, Applicant also worked with the Debtor, Delfasco Finance, TCEQ and EPA to restructure the plan and revise the disclosure statement to reflect the parties' resolution of TCEQ's objection. Finally, the Applicant revised certain Plan provisions to address issues related to the treatment and payment of administrative expenses.

#### **Environmental Matters** - (Fees: \$4,713.50 - Total Hours: 9.2)

10. This category represents time expended by the Applicant to draft (i) a settlement agreement with the EPA's claims against the Debtor with respect to the Grand Prairie Site, and (ii) a motion to approve such settlement pursuant to Bankruptcy Rule 9019.

**Claims** – (Fees: \$12,604.00 - Total Hours: 27.3)

11. This category represents time expended by the Applicant on claims reconciliation, including without limitation, time spent analyzing claims, reports and preparing and filing two (2) omnibus objections to claim.

### **EXPENSES**

12. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$447.13. These disbursements are broken down into categories of charges included in attachments hereto.

13. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and a copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.



### **VALUATION OF SERVICES**

14. Attorneys and paraprofessionals of Kelley Drye have billed a total of 92.8 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

15. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$46,527.00.

16. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

17. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

18. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

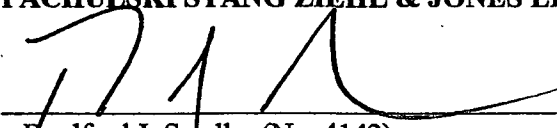
19. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

20. The fees billed for this Application Period total \$46,527.00 and the expenses incurred during this Application Period are \$447.13. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$37,221.60 and the expenses payable to Kelley Drye for the Application Period are \$447.13.

**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$37,221.60 and reimbursement of actual and necessary expenses incurred in the sum of \$447.13 for the period from February 1, 2010, through February 28, 2010, and such other relief as this Court deems just and proper.

Dated: March 25, 2010  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**

  
\_\_\_\_\_  
Bradford J. Sandler (No. 4142)  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899  
Tel: (302) 778-6424  
Fax: (302) 652-4400

and

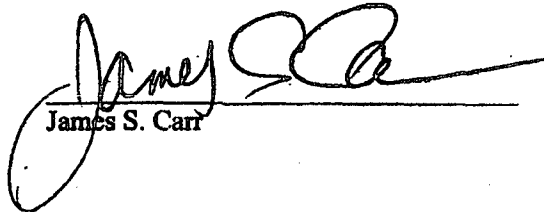
**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF JAMES S. CARR PURSUANT TO 28 U.S.C. 1746**

I, JAMES S. CARR, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on March 25, 2010.

  
James S. Carr

**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385680

019231 Delfasco Corporation Creditors' Committee  
0010 Environmental Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$4,713.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$4,713.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385680Client 019231  
Matter 0010 Environmental Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/01/10	Confer with K. Elliott about terms of environmental settlements with government establishing custodial trusts (.3); e-mail K. Elliott information on same (.2).	MWP	0.50
02/01/10	Review EPA settlement forms (.3); conference call with M. Page regarding EPA settlements (.4); begin drafting EPA settlement agreement (1.2).	KSE	1.90
02/03/10	Review disclosure statement and EPA complaint/claims regarding background facts for settlement agreement and approval motion (1.2); draft recitals/factual background for settlement agreement (2.5).	KSE	3.70
02/08/10	Review and comment on draft EPA settlement agreement.	ERW	1.40
02/09/10	Review correspondence from Eric Wilson regarding applicability of CERCLA defenses to bankruptcy trustee (.1); conference with Steve Humphreys regarding same (.3).	JLW	0.40
02/09/10	Correspond with J. Wittenborn regarding question on CERCLA trustee liability and same under Texas law (.2); review statute and case law regarding same (.2); correspond with J. Wittenborn regarding same (.4).	SLH	0.80
02/11/10	Conference with Eric Wilson regarding legal research on the CERCLA exemptions for Trustees	JLW	0.50
Total Services for this Matter:			4,713.50
Total this Invoice			\$4,713.50

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0010  
March 15, 2010  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Humphreys, Steven L	SLH	0.80	\$436.00
Wilson, Eric	ERW	1.40	819.00
Page, Mark W	MWP	0.50	247.50
Elliott, Kristin S	KSE	5.60	2,716.00
Wittenborn, John L	JLW	0.90	495.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385679

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$25,772.00

OTHER CHARGES: \$193.09

**TOTAL AMOUNT DUE: \$25,965.09**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
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Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385679Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/01/10	Further emails with S. Yoder and M. Donnellan regarding assurance of payment, list of assumed contracts.	ERW	0.30
02/03/10	Review plan contract summary from S. Yoder (.2); emails regarding same (.2); review and comment on motion to approve plan procedures (.3); notices of disclosure statement and confirmation hearing (.3); notice of non-voting status, proposed ballots and proposed confirmation order (1.1).	ERW	2.10
02/04/10	Review bankruptcy rules and Delaware local rules to determine timeline for filing motions to estimate and approve compromise.	JEF	0.80
02/04/10	Confer with J. Farrah regarding deadline to file estimation and 9019 motions for confirmation hearing (.2); comprehensive status report to committee with recommendation regarding objection regarding plan, disclosure statement, EPA and claims status (1.8); outline open plan issues and forward to S. Yoder (.8); emails with committee members regarding recommendation (.2); emails with K. Elliott regarding TCEQ issues regarding settlement (.2).	ERW	3.20
02/05/10	Prepare for call and call with Potter and Nachman regarding plan status (.9); further revisions to plan per same (.8); forward final comments to E. Wolfe (.2).	ERW	1.90
02/08/10	Emails with S. Yoder and M. Donnellan regarding FDA &	ERW	0.30

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

March 15, 2010

Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/09/10	TCEQ plan edits, objection deadline. Review EPA proposed comments to disclosure statement (.6); emails with S. Yoder regarding same, extension of objection deadline (.3); emails with S. Yoder and A. Tannenbaum regarding open EPA, TCEQ issues (.3).	ERW	1.20
02/10/10	Review and comment on latest iterations of the plan (.4) disclosure statement (.4); order approving same (.2) and ballots (.2); provide final comments to E. Wolfe (.5); emails with E. Wolfe regarding property damage claims (.2).	ERW	1.90
02/11/10	Review TCEQ objection to disclosure statement.	JEF	0.20
02/11/10	Read TCEQ email regarding objection to disclosure statement (.6); emails with K. Elliott regarding hearing coverage (.2); email traffic regarding TCEQ objection (.6); emails with C. Roy (TCEQ) regarding objection and disclosure statement issues (.2); telephone calls and emails with J. Wittenborn regarding exclusion from liability for custodial trustee (.5); email to committee regarding TCEQ objection (.2).	ERW	2.30
02/11/10	Confer with E. Wilson concerning objections of TCEQ to disclosure statement (.2); review objection to disclosure statement filed by TCEQ (.7); review research materials on chapter plan treatment of cleanup obligations, environmental custodial trust, and cleanup claims of environmental authorities (1.5); e-mail E. Wilson concerning TCEQ's objection (.2).	MWP	2.60
02/11/10	Review TX objection to plan and disclosure statement.	KSE	0.70
02/12/10	Prepare documents for disclosure statement hearing	JEF	0.90
02/12/10	Confer with K. Elliott regarding open disclosure statement	ERW	2.70

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
March 15, 2010  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	issues, termination payment (.3); emails with S. Yoder regarding TCEQ objection, changes to disclosure statement (.2); prepare for call and call with G. Backenroth and T. Gavin regarding administrative expense issues (.8); update call with S. Yoder (.9); emails with G. Backenroth and T. Gavin regarding possible missed administrative claims (.2); emails with K. Elliott regarding call with TCEQ, open issues (.3).		
02/12/10	Strategy calls with the debtor and Pillar regarding TCEQ plan objection (1.0); review EPA comments to disclosure statement (.2); emails regarding administrative expense adjustment (.2).	KSE	1.40
02/14/10	Emails with S. Yoder and E. Wolfe regarding definition of claims trade payment and proposed amended disclosure statement (.3); review amended disclosure statement (.8).	ERW	1.10
02/15/10	Conference call with TCEQ, debtor and Pillar to discuss TCEQ objection to plan and settlement (1.6); review UST, EPA and TCEQ comments/objections to plan and disclosure statement in preparation of settlement call (.4); email summary of settlement call to E. Wilson (.2).	KSE	2.20
02/15/10	Read UST's comments to plan (.2); email to E. Wolfe regarding concerns regarding post-effective date committee (.2); update from K. Elliott regarding call with TCEQ (.2).	ERW	0.60
02/16/10	Emails with S. Yoder regarding rescheduling of disclosure statement hearing.	ERW	0.20
02/17/10	Review amended agenda (.1); emails with E. Roy (TCEQ) and K. Elliott regarding settlement call, status (.3).	ERW	0.40
02/18/10	Research case law on plan feasibility and impact of possible	JEF	1.00

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

March 15, 2010

Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/18/10	conversion. Emails with S. Yoder regarding open settlement issues, impact of conversion to chapter 7 (.3); confer with K. Elliott regarding same (.2); disposition of TCEQ/EPA issues under plan (.4); review and comment on plan update to committee (.5); forward email to committee (.2); confer with K. Elliott regarding terms of TCEQ settlement (.2).	ERW	1.80
02/18/10	Emails with S. Yoder and E. Wolfe regarding status of TCEQ discussions (.2); conference call with debtor, purchaser, TCEQ and EPA regarding resolution of plan issues (.4); emails with E. Wilson regarding 9019 (.2) and conversion (.2) issues; instruct J. Farrah regarding conversion research (.2); draft memorandum to committee summarizing revisions to plan structure and propose TCEQ resolution (.7).	KSE	1.90
02/19/10	Telephone call with G. McBride regarding impact of chapter 7 (.2); review and comment on update to committee regarding TCEQ settlement (.3); email traffic with committee members regarding same (.3); email from H. Morris regarding confirmation of impact of conversion (.2).	ERW	1.00
02/19/10	Research impact conversion to chapter 7 would/could have on payments made pursuant to confirmed plan.	KSE	1.30
02/22/10	Confer with K. Elliott regarding disposition of today's hearing (.3); review plan regarding post-effective date committee (.5); emails to K. Elliott regarding TCEQ settlement, disposition of administrative claim gap (.3); emails with S. Yoder regarding need for settlement agreement with EPA/TCEQ (.2).	ERW	1.30

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
March 15, 2010  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/22/10	Travel to and from Delaware (4.7); attend disclosure statement hearing (.5); confer with E. Wolfe and S. Yoder regarding required revisions to plan and other open issues (.3); confer with E. Wilson regarding hearing and new schedule for confirmation (.3).	KSE	5.80
02/23/10	Emails with C. Roy (TCEQ) and J. Zawdowski (buyer's counsel) regarding modifications to plan documents to reflect settlement.	ERW	0.30
02/24/10	Review C. Roy (TCEQ) latest proposed revisions to plan documents.	ERW	0.30
02/25/10	Emails with E. Wolfe regarding revised plan (.2); briefly review revised plan regarding settlement with TCEQ (.8); provide instruction to K. Elliott (.3).	ERW	1.30
02/26/10	Emails with K. Elliott, E. Wolfe and S. Yoder regarding status of amended plan documents.	ERW	0.30
02/26/10	Review and comment on revised plan of reorganization.	KSE	3.20
02/27/10	Revise plan of reorganization (1.3); email summary of key comments/issues to E. Wilson (.5); email comments to debtor and other parties (.6).	KSE	2.40

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
March 15, 2010  
Page 6

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Total Services for this Matter:

25,772.00

Other Charges:

Amount

Duplication	\$112.20
Binding	27.20
Westlaw Research	53.13
Pacer	0.56

Total Other Charges for this Matter:

193.09

Total this Invoice

\$25,965.09

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

March 15, 2010

Page 7

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	24.50	\$14,332.50
Page, Mark W	MWP	2.60	1,287.00
Farrah, James E	JEF	2.90	986.00
Elliott, Kristin S	KSE	18.90	9,166.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385678

019231 Delfasco Corporation Creditors' Committee  
0008 Claims •

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$12,604.00

OTHER CHARGES: \$95.09

**TOTAL AMOUNT DUE: \$12,699.09**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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FEDERAL ID NO. 13-5335107

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March 15, 2010  
Invoice No. 2385678Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/02/10	Emails with T. Dorr regarding outstanding claims issues.	ERW	0.20
02/03/10	Emails with T. Dorr regarding claims, approaching deadlines.	ERW	0.20
02/04/10	Emails with T. Gavin regarding claims reconciliation update (.2); telephone call with T. Gavin regarding undisclosed administrative claims and status of general unsecured claims reconciliation (.3).	ERW	0.50
02/08/10	Call with T. Dorr regarding claims objections (.5); review prior analysis preparatory to call (.2).	ERW	0.70
02/08/10	Conference call with NHB to discuss results of claims reconciliation efforts.	KSE	0.50
02/09/10	Begin reviewing back-up materials for omnibus objections to claims (.2); begin drafting two omnibus claims objections (1.3).	JEF	1.50
02/10/10	Review NHB claim's distribution report, objection exhibits (.5); emails with S. Yoder regarding administrative liabilities (.2).	ERW	0.70
02/11/10	Emails with K. Elliott regarding status of claims reconciliation.	ERW	0.20
02/11/10	Retrieve specific claims objections from docket.	PK	0.70
02/11/10	Review claims analysis (.2) and draft summary of same for the Committee (.5); instruct J. Farrah regarding preparation of claims objections (.2).	KSE	0.90
02/12/10	Continue drafting omnibus objections to claims.	JEF	4.40

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIADelfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
March 15, 2010  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/12/10	Emails with G. McBride regarding claims, status.	ERW	0.20
02/14/10	Continue drafting omnibus claims objection.	JEF	1.10
02/16/10	Review and edit omnibus objections to claims.	JEF	1.60
02/16/10	Review and revise committee claims objections, including revisions to first omnibus objection (1.2), second omnibus objection (2.3); supporting declarations (.8); notices (.6) and proposed orders (.4).	KSE	5.30
02/17/10	Edit and finalize omnibus claims objections per instruction of K. Elliott.	JEF	0.80
02/17/10	Emails with K. Elliott, T. Dorr and T. Gavin regarding claims objections and exhibits (.9); review and comment on omnibus claims objections (1.8); provide comments to K. Elliott (.5); emails with S. Prociv regarding Gerdau claim (.2); review Gerdau claim (.2); confer with J. Farrah regarding same (.2); further emails with T. Dorr, T. Gavin and K. Elliott regarding claims reconciliation (.3).	ERW	4.10
02/17/10	Finalize claims objections, including revisions received from various parties (.6); coordinate execution of relevant documents in preparation of filing (.5).	KSE	1.10
02/18/10	Confer with K. Elliott regarding status of claims reconciliation (.2); review and comment on orders and affidavits in support of claims objections (.8); provide comments to K. Elliott (.3); final review of omnibus claims objections preparatory to service, filing (.6); emails with T. Gavin and K. Elliott regarding further revisions to affidavits (.3).	ERW	2.20
02/19/10	Email traffic regarding filing of claims objection.	ERW	0.20
02/23/10	Emails to K. Elliott regarding objection to Richmond	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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Client 019231  
Matter 0008  
March 15, 2010  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	Casting claim.		

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Client 019231

Matter 0008

March 15, 2010

Page 4

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Total Services for this Matter:

12,604.00

**Other Charges:**

**Amount**

Telephone	\$2.40
Facsimile	35.00
Cab Service	56.73
Pacer	0.96

Total Other Charges for this Matter:

95.09

Total this Invoice

\$12,699.09

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
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Client 019231

Matter 0008

March 15, 2010

Page 5

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	9.40	\$5,499.00
Farrah, James E	JEF	9.40	3,196.00
Elliott, Kristin S	KSE	7.80	3,783.00
Kosiek, Peter	PK	0.70	126.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385675

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$340.50

OTHER CHARGES: \$150.71

**TOTAL AMOUNT DUE: \$491.21**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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March 15, 2010  
Invoice No. 2385675Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/08/10	Read updated critical dates chart.	ERW	0.20
02/11/10	Emails with local counsel regarding pro hac application (.1); review and execute application (.1).	KSE	0.20
02/18/10	Review notices of agenda for upcoming hearings and summarize same.	JEF	0.20
02/24/10	Read notice of cancellation of hearing.	ERW	0.10

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
March 15, 2010  
Page 2

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Total Services for this Matter:

340.50

**Other Charges:****Amount**

Duplication	\$14.90
Telephone	30.75
Courier	30.18
Pacer	74.88

Total Other Charges for this Matter:

150.71

Total this Invoice

\$491.21



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Client 019231

Matter 0001

March 15, 2010

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.30	\$175.50
Farrah, James E	JEF	0.20	68.00
Elliott, Kristin S	KSE	0.20	97.00

PAYMENT BY CHECK:KELLEY DRYE & WARREN LLP  
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NEW YORK, NEW YORK 10178  
(212) 808-7800PAYMENT BY WIRE:JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
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ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385676

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,097.00

OTHER CHARGES: \$8.24

**TOTAL AMOUNT DUE: \$3,105.24**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

March 15, 2010  
Invoice No. 2385676Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/01/10	Review docket for fee applications and certificates of no objection.	JEF	0.20
02/01/10	Review NHB advisors 16th monthly.	ERW	0.20
02/05/10	Review docket for certificates of no objection to interim fee applications and email summary of same.	JEF	0.20
02/16/10	Review NHB 17th monthly statement (.2); review Benesch fee statement (.2).	ERW	0.40
02/18/10	Review docket and summarize certificates of no objection.	JEF	0.20
02/19/10	Review and summarize applications for compensation and certificates of no objection.	JEF	0.40
02/19/10	Emails to C. Wright regarding status of fee statement.	ERW	0.20
02/22/10	Review Potter 16th, 17th and 18th monthly statements.	ERW	0.60
02/22/10	Emails with T. Gavin regarding fee cap.	ERW	0.20
02/25/10	Drafted 18th monthly fee application; revise same based on comments for E. Wilson and coordinate for filing with local counsel.	CMW	3.30
02/25/10	Review and comment on 18th monthly fee application (.4); provide comments to C. Wright (.2).	ERW	0.60
02/26/10	Emails with T. Gavin regarding fee cap.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
March 15, 2010  
Page 2

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Total Services for this Matter: 3,097.00

<u>Other Charges:</u>	<u>Amount</u>
Pacer	\$8.24

Total Other Charges for this Matter: 8.24

Total this Invoice \$3,105.24

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
March 15, 2010  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	3.30	\$1,353.00
Wilson, Eric	ERW	2.40	1,404.00
Farrah, James E	JEF	1.00	340.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

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ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## EXHIBIT T

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: May 17, 2010, at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWENTIETH MONTHLY APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM MARCH 1, 2010 THROUGH MARCH 31, 2010**

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Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	March 1, 2010, through March 31, 2010
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$34,362.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$886.59

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's twentieth monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89
12/28/09	11/1/09 - 11/30/09	\$17,930.00	\$250.12	\$14,344.00	\$250.12
1/25/10	12/1/10 - 12/31/10	\$28,282.50	\$79.92	\$22,626.00	\$79.92
2/25/10	1/1/10-1/31/10	\$25,625.00	\$179.29	\$20,500.00	\$179.29
3/25/10	2/1/10-2/28/10	\$46,527.00	\$447.13	\$37,221.60	\$447.13



### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$585	24.8	\$14,508.00
Kristin S. Elliott, Esquire	2004	Associate since 2009.	\$485	29.6	\$14,356.00
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$410	5.2	\$2,132.00
Jennifer D. Raviele, Esquire	2009	Associate since 2008.	\$340	.6	\$204.00
James E. Farrah, Esquire	2009	Associate since 2008.	\$340	9.3	\$3,162.00

TOTAL HOURS BILLED: 69.5

TOTAL COMPENSATION: \$34,362.00

BLENDED RATE: \$494.42

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	1.2	\$579.50
Fee Matters	8.6	\$3,893.00
Disclosure Statement and Plan of Reorganization	47.9	\$25,772.00
Claims	11.8	\$5,177.50
<b>Total</b>	<b>72.7</b>	<b>\$34,362.00</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 3/1/10 – 3/31/10
Long Distance Telephone		\$54.27
Duplication		\$100.32
Car Service		\$23.00
Long Distance Travel		\$709.00
Outside Printing		\$8.42
<b>Total</b>		<b>\$886.59</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: May 17, 2010, at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWENTIETH MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
MARCH 1, 2010 THROUGH MARCH 31, 2010**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its nineteenth monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from February 1, 2010, through February 28, 2010 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Since the Petition Date, the Debtor has continued in possession of its properties and has continued to operate and manage its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

4. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing motions and documents impacting the Debtor's estate;
- (b) Reviewing monthly fee statements and preparing Applicant's nineteenth monthly fee statement;
- (c) Negotiating the terms of the Debtor's proposed plan of reorganization with the Debtor, Delfasco Finance LLC, the U.S. Environment Protection Agency ("EPA") and the Texas Commission of Environmental Quality ("TCEQ"), and amending such plan and related disclosure statement accordingly; and
- (d) Analyzing claims reports and preparing and filing stipulations related to administrative claims and omnibus objections to general unsecured claims.

## **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

### **General Case Administration** - (Fees: \$579.50 - Total Hours: 1.2)

7. This category represents time spent on general and administrative matters arising in this case, including without limitation the Applicant's ongoing review and summary of pleadings filed with the Court.

### **Fee Matters** - (Fees: \$3,893.00 - Total Hours: 8.6)

8. This category represents time spent preparing monthly applications for compensation, and reviewing fee applications filed by other professionals retained in this case.

### **Disclosure Statement and Plan of Reorganization** - (Fees: \$24,712.00 - Total Hours: 47.9)

9. This category includes time devoted to the Debtor's disclosure statement and proposed plan of reorganization (the "Plan"). Among other things, the Applicant reviewed and negotiated with TCEQ to resolve TCEQ and the EPA's issues with the Plan. The Applicant also spent time preparing for and attending hearings related to the due diligence motion filed by Conco. Finally, the Applicant revised certain Plan provisions to address issues related to the treatment of tax refunds.

### **Claims** - (Fees: \$5,177.50 - Total Hours: 11.8)

10. This category represents time expended by the Applicant on claims reconciliation, including without limitation, time spent analyzing administrative claims under Section 503(b)(9) and general unsecured claims, and preparing and filing omnibus objections and stipulations resolving such claims.

### **EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$886.59. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and a copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of 69.5 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

14. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$34,362.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

16. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

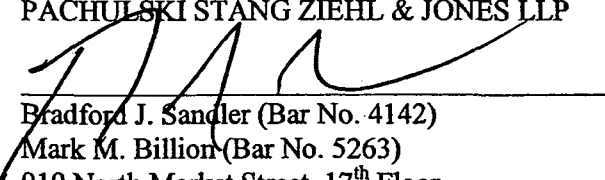
19. The fees billed for this Application Period total \$34,362 and the expenses incurred during this Application Period are \$886.59. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$27,489.60 and the expenses payable to Kelley Drye for the Application Period are \$886.59.

**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$27,489.60 and reimbursement of actual and necessary expenses incurred in the sum of \$886.59 for

the period from March 1, 2010, through March 31, 2010, and such other relief as this Court deems just and proper.

Dated: April 26, 2010

PACHULSKI STANG ZIEHL & JONES LLP



---

Bradford J. Sandler (Bar No. 4142)

Mark M. Billion (Bar No. 5263)

919 North Market Street, 17<sup>th</sup> Floor

Wilmington, Delaware 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

E-mail: bsandler@pszjlaw.com  
mbillion@pszjlaw.com

and

KELLEY DRYE & WARREN LLP

Eric R. Wilson

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

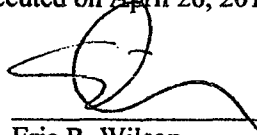
Fax: (212) 808-7897

Counsel to the Official Committee of  
Unsecured Creditors

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on April 26, 2010.

  
\_\_\_\_\_  
Eric R. Wilson



**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386730

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$579.50

OTHER CHARGES: \$64.27

**TOTAL AMOUNT DUE: \$643.77**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386730Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/02/10	Review monthly operating report (.2); forward to T. Gavin (.1).	ERW	0.30
03/08/10	Email to committee regarding status.	ERW	0.20
03/15/10	Review certificates of no objection on docket and email summary of same.	JEF	0.20
03/24/10	Emails with G. McBride regarding committee resignation.	ERW	0.20
03/29/10	Review docket for pleadings related to Conco's motion for access to Delfasco's due diligence and summarize same.	JEF	0.30

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

April 7, 2010

Page 2

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Total Services for this Matter:

579.50

**Other Charges:**

**Amount**

Duplication

\$25.00

Telephone

39.27

Total Other Charges for this Matter:

64.27

Total this Invoice

\$643.77

**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
CHICAGONEW YORK  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0001

April 7, 2010

Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.70	\$409.50
Farrah, James E	JEF	0.50	170.00

PAYMENT BY CHECK:KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800PAYMENT BY WIRE:JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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Delfasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386731

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,893.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$3,893.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Dellasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386731Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/01/10	Confer with E. Wilson regarding total of fee applications for November, December and January.	CMW	0.20
03/01/10	Call with C. Wright regarding November through January time.	ERW	0.20
03/02/10	Review and summarize filed fee applications.	JEF	0.20
03/09/10	Emails with T. Gavin and S. Yoder regarding fee cap.	ERW	0.30
03/11/10	Review February bills preparatory to March statement.	ERW	0.50
03/24/10	Prepare monthly Fee Application.	CMW	4.30
03/24/10	Emails to C. Wright regarding fee statement.	ERW	0.20
03/25/10	Review and revise fee application (1.1); provide comments to C. Wright (.2).	KSE	1.30
03/25/10	Revise fee application based on comments from K. Elliott.	CMW	0.70
03/25/10	Review and comment on monthly fee statement prior to filing.	ERW	0.50
03/26/10	Review docket for recent fee applications and provide summary of same.	JEF	0.20
Total Services for this Matter:			3,893.00
Total this Invoice			\$3,893.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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Dellasco Corporation Creditors' Committee

Client 019231

Matter 0003

April 7, 2010

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	5.20	\$2,132.00
Wilson, Eric	ERW	1.70	994.50
Farrah, James E	JEF	0.40	136.00
Elliott, Kristin S	KSE	1.30	630.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386734

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$5,177.50

OTHER CHARGES: \$15.00

**TOTAL AMOUNT DUE: \$5,192.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
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Delfasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386734Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/09/10	Confer with K. Elliott regarding undisclosed 503(b)(9) claims (.3); emails with T. Gavin, S. Yoder and T. Dorr regarding same (.5).	ERW	0.80
03/10/10	Emails with K. Elliott regarding Richomong leasing claim.	ERW	0.20
03/10/10	Conference calls with NHB to address 503(b)(9) issues (.3); review 503(b)(9) claims (.3); emails with E. Wilson regarding same (.2).	KSE	0.80
03/12/10	Emails regarding resolution of 503(b)(9) issues.	KSE	0.40
03/13/10	Emails with S. Yoder regarding administrative claim issue.	ERW	0.20
03/18/10	Emails regarding resolution and treatment of 503(b)(9) claims.	KSE	0.30
03/18/10	Emails with T. Gavin and S. Yoder regarding undisclosed 503(b)(9) claims.	ERW	0.40
03/22/10	Begin reviewing information to draft stipulation resolving claim listed on omnibus objection.	JEF	0.50
03/23/10	Begin drafting stipulation to resolve claim objection regarding Richmond Casting.	JEF	2.80
03/23/10	Emails with T. Gavin regarding committee claim.	ERW	0.20
03/24/10	Revise and finalize stipulation regarding claims of Richmond Casting.	JEF	0.70
03/24/10	Review and comment on stipulation resolving Richmond Casting claim (.5); provide comments to K. Elliott (.2); emails with K. Elliott and B. Bever (Richmond counsel) regarding 503(b)(9) stipulation (.2).	ERW	0.90

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

April 7, 2010

Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/25/10	Edit and revise proposed order for first omnibus objection to claims (.7); email summary of same to specific claimants impacted by objection (.2).	JEF	0.90
03/26/10	Review docket for notice of submission of claims to chambers (.2); revise and edit claims stipulation per comments of claimant (.2).	JEF	0.40
03/26/10	Revise Richmond Casting stipulation and recirculate (.2); revise proposed claims order (.1).	KSE	0.30
03/26/10	Review revised Richmond stipulation.	ERW	0.20
03/30/10	Conference call with NHB (.2) and email to CMC (.2) regarding 503(b)(9) claim.	KSE	0.40
03/31/10	Several emails with NHB to confirm whether additional claims objections are required to address 503(b)(9) issues (.5); email with E. Wilson regarding same (.1).	KSE	0.60
03/31/10	Telephone call with G. McBride regarding 503(b)(9), voting.	ERW	0.20
03/31/10	Review and finalize stipulation of settlement regarding claims of Richmond Casting (.3); review and finalize proposed order regarding same and prepare for filing (.3).	JEF	0.60

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
April 7, 2010  
Page 3

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Total Services for this Matter:	5,177.50
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<b><u>Other Charges:</u></b>	<b><u>Amount</u></b>	
Telephone	\$15.00	
Total Other Charges for this Matter:		15.00
Total this Invoice		\$5,192.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

April 7, 2010

Page 4

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	3.10	\$1,813.50
Farrah, James E	JEF	5.90	2,006.00
Elliott, Kristin S	KSE	2.80	1,358.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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NEW YORK  
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BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386735

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$24,712.00

OTHER CHARGES: \$807.32

**TOTAL AMOUNT DUE: \$25,519.32**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10175  
(212) 808-7500

**PAYMENT BY WIRE:**  
JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

April 7, 2010  
Invoice No. 2386735Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/01/10	Review comments to plan by EPA (.6), TCEQ (.5) and committee made per my instruction (.8); emails with J. Kardon regarding proposed APA (.2); briefly review proposed APA (.5); forward to K. Elliott with instruction (.2); emails with S. Yoder and T. Gavin regarding same (.2); emails with E. Wolfe regarding amended plan documents (.2); confer with K. Elliott regarding all hands-on call (.5).	ERW	3.70
03/01/10	Review EPA and TCEQ comments to plan/disclosure statement (.7); review revised plan (.9) and prepare for call with all parties to finalize documents (.3); conference call with all parties to page turn final plan and disclosure statement (1.3); revise plan, including drafting new provisions regarding unclaimed distributions and committee reserve (1.6); strategy conference with E. Wilson regarding plan comments (.5).	KSE	5.30
03/02/10	Review buyer's comments to plan (.3); emails with J. Zawadzki regarding same (.2); emails with C. Roy regarding plan amendments (.2); review global revised plan preparatory to all hands-on call (.6); review updated accommodation agreement and revised motion (.8).	ERW	2.10
03/03/10	Review and comment on plan revised per all hands-on call and my instruction (.5); provide comments to K. Elliott (.3); emails with M. Donnellan, E. Wolfe and R. Casey regarding final revisions preparatory to filing (.5); emails with E.	ERW	1.60

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

Client 019231

Matter 0009

April 7, 2010

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/03/10	Wolfe and M. Donnellan regarding further revisions (.2); forward to K. Elliott with instruction (.1). Confer with E. Wilson regarding final revisions to plan (.3); review final plan revisions from other parties (.4); emails with all parties regarding plan issues (.3); draft summary report for Committee regarding plan status and structure (.4).	KSE	1.40
03/04/10	Review and comment on comprehensive update to committee (.5); forward update with recommendation to the committee (.2); emails with S. Yoder and M. Donnellan regarding tax refund issues (.2); briefly review final revised plan documents (.5); confer with K. Elliott regarding same (.2); emails with M. Donnellan regarding comments to further committee revisions (.2); briefly review revised APA (.4).	ERW	2.20
03/04/10	Review and comment on revised disclosure statement and plan (4.8); review comments and changes to the plan and disclosure statement by TCEQ and EPA (.5).	KSE	5.30
03/05/10	Prepare documents for disclosure statement hearing.	JEF	0.80
03/08/10	Emails with K. Elliott regarding disclosure statement status.	ERW	0.20
03/08/10	Prepare for disclosure statement hearing (.8); email final plan and disclosure statement to Committee along with summary of term sheet requirements and voting procedures (.4).	KSE	1.20
03/09/10	Prepare for and attend disclosure statement hearing (1.8) and email Committee regarding disclosure statement approval and other confirmation issues (.7); update E. Wilson (.5).	KSE	3.00



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April 7, 2010

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/10/10	Review approved disclosure statement and schedule key dates relating to confirmation and prepare documents regarding same.	JEF	0.40
03/14/10	Emails with S. Yoder and A. Currie (counsel to Conco) regarding expression of interest.	ERW	0.20
03/16/10	Telephone call with B. Sandler regarding expression of interest (.2); review term sheet regarding no-stop (.2); emails with S. Yoder regarding administrative claims understatement (.2).	ERW	0.60
03/17/10	Review motion for due diligence on debtor in connection with potential bid.	JEF	0.40
03/17/10	Review Conco motion to conduct due diligence (.5); emails with T. Gavin regarding same (.2).	ERW	0.70
03/18/10	Call all Committee members regarding whether they are available for emergency conference call on March 19, 2010.	JDR	0.60
03/18/10	Review Conco due diligence motion (.6); emails with E. Wilson regarding strategy for Conco motion (.3); email summary of Conco due diligence motion and recommendations to the committee (.4).	KSE	1.30
03/18/10	Telephone call with E. Wolfe regarding Conco offer (.2); conference call with S. Yoder and G. Backenroth regarding Conco competing bid (.5); emails to committee regarding call regarding same (.5); follow-up telephone call with G. Backenroth regarding same (.2); strategy conference with K. Elliott regarding manner of proceeding regarding Conco (.3); emails with committee regarding Conco and Pillar proposals (.5).	ERW	2.20
03/19/10	Phone calls to committee members regarding committee call	JEF	0.20

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Client 019231

Matter 0009

April 7, 2010

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/19/10	on Conco's motion for access to due diligence. Prepare for and conduct call with committee regarding Conco motion (1.1); emails with committee regarding same (.7); emails with S. Yoder and G. Backenroth regarding compromise regarding 503(b)(9) claims (.5); emails with T. Gavin regarding distribution of teaser to Conoco's counsel (.2); confer with K. Elliott regarding comments to debtor's objection to Conoco's motion (.2).	ERW	2.70
03/19/10	Review Conco due diligence motion (.3) and draft objection thereto (.6); emails with E. Wilson regarding comments to draft objection (.4); email comments and proposed revisions to debtor (.5); emails with Committee regarding Conco motion, voting deadline and and procedures (.5).	KSE	2.30
03/22/10	Review pleadings on docket regarding motion for access to due diligence and order on motion to shorten time.	JEF	0.20
03/22/10	Prepare for hearing on Conco due diligence motion (.6); emails with E. Wilson regarding Conco issues (.3); call with B. Sandler regarding coverage for hearing (.2).	KSE	1.10
03/22/10	Confer with K. Elliott regarding hearing coverage, committee position on Conco motion debtor's opposition; no-shop (.3); emails with committee regarding same (.2); read debtors' objection to Conco motion (.5).	ERW	1.00
03/23/10	Review docket for objections to Conco's motion for access to due diligence and gather documents in preparation for hearing.	JEF	0.20
03/23/10	Review debtor's motion to assume and assign executory contracts pursuant to the plan and summarize same.	JEF	0.30
03/23/10	Prepare for and attend hearing on Conco due diligence	KSE	1.80

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
April 7, 2010  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/23/10	motion. Confer with K. Elliott regarding disposition of Conco motion, update to committee (.4); emails with T. Gavin and S. Yoder regarding Conoco NDA (.2).	ERW	0.60
03/24/10	Revise Richmond Casting stipulation (.3) and circulate for comments (.1).	KSE	0.40
03/24/10	Emails with S. Yoder and T. Gavin regarding Conco confidentiality agreement (.2); emails with S. Yoder regarding fee cap (.2); review operating report (.3); forward to T. Gavin (.1); briefly review confirmation order (.3) provide instruction to K. Elliott regarding same and affidavit in support of confirmation (.2).	ERW	1.30
03/26/10	Emails with K. Elliott and T. Gavin regarding affidavit in support of confirmation.	ERW	0.20
03/30/10	Respond to creditor request for ballot.	KSE	0.20
03/31/10	Work on Gavin declaration supporting confirmation.	KSE	2.20

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April 7, 2010  
Page 6

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Total Services for this Matter: 24,712.00

**Other Charges:****Amount**

Duplication	\$58.90
Long Distance Travel	709.00
Cab Service	23.00
Binding	8.00
Outside Printing	8.42

Total Other Charges for this Matter: 807.32

Total this Invoice \$25,519.32

**KELLEY DRYE & WARREN LLP**

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Page 7

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	19.30	\$11,290.50
Farrah, James E	JEF	2.50	850.00
Raviele, Jennifer D	JDR	0.60	204.00
Elliott, Kristin S	KSE	25.50	12,367.50

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

## EXHIBIT U

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: July 7, 2010, at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**NOTICE OF APPLICATION**

**TO: The Debtor, Office of the United States Trustee and Notice Parties**

Kelley Drye & Warren LLP has filed its **Twenty-First Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from April 1, 2010, through April 30, 2010** (the "Application"), requesting compensation in the amount of \$23,794.50 and reimbursement of expenses in the amount of \$140.65.

You are required to file a response, if any, to the Application with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, DE 19801 on or before **July 7, 2010, at 4:00 p.m. (ET)**.

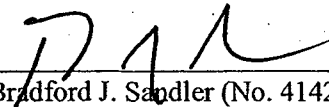
At the same time, you must also serve a copy of any response upon:

Bradford J. Sandler, Esquire Pachulski Stang Ziehl & Jones LLP 919 North Market Street 17 <sup>th</sup> Floor Wilmington, DE 19899	Eric R. Wilson, Esquire Kelley Drye & Warren LLP 101 Park Avenue New York, NY 10178
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A HEARING ON THIS MATTER WILL BE HELD ON A DATE TO BE DETERMINED BY THE COURT, ONLY IF OBJECTIONS ARE FILED BY **JULY 7, 2010, AT 4:00 P.M. (ET)**. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE DEBTOR IS AUTHORIZED TO IMMEDIATELY PAY 80% OF THE COMPENSATION AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 17, 2010  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**

  
\_\_\_\_\_  
Bradford J. Sandler (No. 4142)  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899  
Tel: (302) 778-6424  
Fax: (302) 652-4400

and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: July 7, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWENTY-FIRST MONTHLY APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM APRIL 1, 2010 THROUGH APRIL 30, 2010**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	April 1, 2010, through April 30, 2010
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$23,794.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$140.65

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's twenty-first monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89
12/28/09	11/1/09 - 11/30/09	\$17,930.00	\$250.12	\$14,344.00	\$250.12
1/25/10	12/1/10 - 12/31/10	\$28,282.50	\$79.92	\$22,626.00	\$79.92
2/25/10	1/1/10 - 1/31/10	\$25,625.00	\$179.29	\$20,500.00	\$179.29
3/25/10	2/1/10 - 2/28/10	\$46,527.00	\$447.13	\$37,221.60	\$447.13
4/26/10	3/1/10 - 3/31/10	\$34,362.50	\$886.59	\$27,489.60	\$886.59

### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$585	13.4	\$7,839
Kristin S. Elliott, Esquire	2004	Associate since 2009.	\$485	21.3	\$10,330.50
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$410	10.9	\$4,469
James E. Farrah, Esquire	2009	Associate since 2008.	\$340	3.4	\$1,156

TOTAL HOURS BILLED: 49

TOTAL COMPENSATION: \$23,794.50

BLENDED RATE: \$485.60

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
General Case Administration	.6	\$204
Fee Matters	12.6	\$5,267.50
Disclosure Statement and Plan of Reorganization	32	\$16,496
Claims	3.8	\$1,827
<b>Total</b>	<b>49</b>	<b>\$23,794.50</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 4/1/10 – 4/30/10
Long Distance Telephone		\$72
Duplication		\$66.10
Outside Printing		\$2.55
<b>Total</b>		<b>\$140.65</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: July 7, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWENTY-FIRST MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
APRIL 1, 2010 THROUGH APRIL 30, 2010**

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Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its twenty-first monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from April 1, 2010, through April 30, 2010 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the

Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

3. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

#### **SUMMARY OF SERVICES RENDERED**

4. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing motions and documents impacting the Debtor's estate;
- (b) Reviewing monthly fee statements and preparing Applicant's twentieth monthly fee statement;
- (c) Negotiating the terms of the Debtor's proposed plan of reorganization with the Debtor, Delfasco Finance LLC, the U.S. Environment Protection Agency ("EPA") and the Texas Commission of Environmental Quality ("TCEQ") and the related confirmation order, and amending such plan and related disclosure statement accordingly; and
- (d) Analyzing claims reports and preparing and filing stipulations related to omnibus objections to general unsecured claims.

#### **SUMMARY OF SERVICES BY PROJECT**

5. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

**General Case Administration** - (Fees: \$204.00 - Total Hours: .6)

6. This category represents time spent on general and administrative matters arising in this case, including without limitation the Applicant's ongoing review and summary of pleadings filed with the Court.

**Fee Matters** - (Fees: \$5,267.50 - Total Hours: 12.6)

7. This category represents time spent preparing the twentieth monthly application for compensation, and reviewing fee applications filed by other professionals retained in this case.

**Claims** - (Fees: \$1,827.00 - Total Hours: 3.8)

8. This category represents time expended by the Applicant on claims reconciliation, including without limitation, time spent preparing and filing omnibus objections and stipulations resolving such claims.

**Disclosure Statement and Plan of Reorganization** - (Fees: \$16,496.00 - Total Hours: 32)

9. This category includes time devoted to the Debtor's disclosure statement, confirmation order, proposed plan of reorganization and related documents. The Applicant also spent time preparing for and attending hearings related to the confirmation of the plan. Finally, the Applicant revised certain Plan provisions to address issues related to the capping of fees.

**EXPENSES**

10. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$140.65. These disbursements are broken down into categories of charges included in attachments hereto.

11. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and a copy center, and in compliance with Local Rule 2016-2(e)(iii).
- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

#### VALUATION OF SERVICES

12. Attorneys and paraprofessionals of Kelley Drye have billed a total of 49 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

13. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$23,794.50.

14. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

15. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

16. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons.

There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.


18. The fees billed for this Application Period total \$23,794.50 and the expenses incurred during this Application Period are \$140.65. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$19,035.70 and the expenses payable to Kelley Drye for the Application Period are \$140.65.



**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$19,035.70 and reimbursement of actual and necessary expenses incurred in the sum of \$140.65 for the period from April 1, 2010, through April 30, 2010, and such other relief as this Court deems just and proper.

Dated: June 17, 2010  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**



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Bradford J. Sandler (No. 4142)  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899  
Tel: (302) 778-6424  
Fax: (302) 652-4400

and

**KELLEY DRYE & WARREN LLP**

Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on June 17, 2010.

  
\_\_\_\_\_  
Eric R. Wilson

**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391444

019231 Delfasco Corporation Creditors' Committee  
0001 General Administration

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$204.00

OTHER CHARGES: \$72.00

**TOTAL AMOUNT DUE: \$276.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391444Client 019231  
Matter 0001 General Administration

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/01/10	Review relevant pleadings on docket.	JEF	0.20
04/23/10	Review relevant pleadings on docket for impact (.2); review and schedule omnibus hearing dates (.1); review and summarize motion for name and caption change (.1).	JEF	0.40

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Client 019231  
Matter 0001  
May 19, 2010  
Page 2

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Total Services for this Matter: 204.00

Other Charges:

Amount

Telephone \$72.00

Total Other Charges for this Matter: 72.00

Total this Invoice \$276.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0001  
May 19, 2010  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Farrah, James E	JEF	0.60	\$204.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

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ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391445

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$5,267.50

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$5,267.50**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391445Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/08/10	Draft 20th monthly fee application.	CMW	3.30
04/12/10	Emails with C. Wright regarding fee statement.	ERW	0.20
04/12/10	Revise fee application; confer with E. Wilson regarding draft.	CMW	2.10
04/19/10	Review and analyze pleadings on docket related to fee applications and summarize same.	JEF	0.30
04/20/10	Review docket for fee applications and summarize same.	JEF	0.20
04/21/10	Review and analyze docket for relevant fee applications and provide summary of same (.2); review filed administrative claim (.1).	JEF	0.30
04/22/10	Review and comment on twentieth monthly fee statement (.3); provide comments to C. Wright (.2).	ERW	0.50
04/26/10	Review and comment on draft fee statement.	ERW	0.20
04/26/10	Revise 20th monthly fee application and coordinate filing with Pachulski.	CMW	0.70
04/28/10	Draft final fee application.	CMW	1.10
04/29/10	Continue draft final fee application.	CMW	1.20
04/30/10	Continue draft final fee application.	CMW	2.50
Total Services for this Matter:			5,267.50
Total this Invoice			\$5,267.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0003  
May 19, 2010  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	10.90	\$4,469.00
Wilson, Eric	ERW	0.90	526.50
Farrah, James E	JEF	0.80	272.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA # 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391447

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,827.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$1,827.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR PAYMENT**

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KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
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(212) 808-7800

**PAYMENT BY WIRE:**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #:021-000-021  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391447Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/01/10	Email B. Sandler regarding revised claims order.	KSE	0.20
04/08/10	Review first and second omnibus claims objection, exhibits, proposed order and declarations (.6); confer with K. Elliott regarding same (.2).	ERW	0.80
04/08/10	Draft outline for hearing on claims objections for E. Wilson (.5); confer with E. Wilson regarding modifications to orders on claims objections (.2).	KSE	0.70
04/09/10	Confer with E. Wilson regarding need to supplement payment information for satisfied claims (.2); call with M. Billion regarding same (.2).	KSE	0.40
04/14/10	Call with M. Billion regarding satisfied claims (.2); call to T. Dorr regarding same (.1).	KSE	0.30
04/16/10	Emails with T. Dorr and C. Monteiro regarding paid claims.	ERW	0.20
04/20/10	Analysis of satisfied claims follow-up inquiry raised at confirmation hearing.	KSE	0.40
04/30/10	Review payment history for claims listed on first omnibus objection (.3); revise exhibit to first omnibus exhibit and prepare for filing (.5).	JEF	0.80
Total Services for this Matter:			1,827.00
Total this Invoice			\$1,827.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
May 19, 2010  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.00	\$585.00
Farrah, James E	JEF	0.80	272.00
Elliott, Kristin S	KSE	2.00	970.00

PAYMENT BY CHECK:

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

PAYMENT BY WIRE:

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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391448

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$16,496.00
OTHER CHARGES:	\$68.65

**TOTAL AMOUNT DUE:** **\$16,564.65**

**TERMS: PAYMENT DUE UPON RECEIPT**

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345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
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ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

May 19, 2010  
Invoice No. 2391448Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/01/10	Emails with committee regarding reminder to vote (.2); email to K. Elliott regarding final APA (.2).	ERW	0.40
04/01/10	Draft Gavin declaration in support of confirmation.	KSE	3.60
04/01/10	Review objection by United States to Debtor's assumption motion; summarize and draft email regarding same.	JEF	0.20
04/02/10	Emails with C. Roy regarding confirmation order.	ERW	0.20
04/02/10	Revise Gavin declaration in support of confirmation.	KSE	0.60
04/05/10	Review and comment on Gavin declaration (.4); provide comments to K. Elliott (.2).	ERW	0.60
04/05/10	Review and comment on confirmation order (2.2); review final asset purchase agreement (1.2); review T. Gavin comments to declaration and revise declaration per T. Gavin and E. Wilson (.5).	KSE	3.90
04/06/10	Conference with K. Elliot regarding preparation for plan confirmation hearing.	JEF	0.30
04/06/10	Email traffic regarding confirmation order, revisions.	ERW	0.20
04/06/10	Revise agenda for confirmation hearing (.6) and email comments to E. Wolfe (.1); conference call with T. Gavin regarding telephonic testimony (.4); revise and finalize Gavin declaration supporting confirmation (.8); revise confirmation order (.5); calls with Etta Wolfe to finalize documents for confirmation (.3); prepare exhibits to T. Gavin declaration (.3); numerous emails regarding fee cap issues (.8); draft pleading/statement requesting modification	KSE	6.60

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGONEW YORK  
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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
May 19, 2010  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/07/10	of fee cap (2.8). Review agenda for plan confirmation hearing and summarize same (.2); arrange for telephonic appearance for E. Wilson (.1).	JEF	0.30
04/07/10	Review and comment on proposed confirmation order (.5), revised Gavin declaration (.3) and statement regarding fee cap (.4); provide comments to K. Elliott (.2); review final revised APA (.3); confer with K. Elliott regarding same, closing (.2); emails with J. Kardon regarding revised APA (.2); emails with B. Sandler regarding T. Gavin telephonic appearance (.2); conference call with all parties regarding confirmation, closing (.8); emails with E. Wolfe regarding conversion date (.2); review and comment on revised plan and confirmation order (.5).	ERW	3.80
04/07/10	Review and revise plan (.6); file final Gavin declaration in support of confirmation (.3); review debtors' declarations in support of confirmation (.5); review and revise confirmation order per E. Wilson (.4); review and revise fee cap statement per E. Wilson (.4).	KSE	2.20
04/08/10	Review following preparatory to confirmation hearing: amended plan (.5), disclosure statements and exhibits (.6), declarations of E. Wolfe (.2), J. Goldenberg (.2), P. Kadlecsek (.3), T. Gavin (.5), revised confirmation order (.4), objection of TCEQ (.3); telephone call with B. Sandler regarding confirmation hearing (.2); review motion to assume contracts and proposed order preparatory to hearing (.4); calls and emails with S. Yoder and E. Wolfe regarding fee cap (.6); emails with M. Donnellan regarding further	ERW	4.60



**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
May 19, 2010  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	revisions to confirmation order (.2); emails with J. Kardon regarding revisions to APA (.2).		
04/08/10	Review filed confirmation order and latest turn of plan (1.2); finalize materials for confirmation hearing (.8); emails regarding fee cap issue (.2).	KSE	2.20
04/09/10	Prepare for and participate telephonically in confirmation hearing (.8); confer with K. Elliott regarding same (.2); emails with committee regarding same (.5).	ERW	1.50
04/09/10	Finalize hearing binder in preparation for plan confirmation hearing.	JEF	0.40
04/09/10	Emails with E. Wilson and E. Wolfe regarding projected effective date.	KSE	0.20
04/14/10	Emails to K. Elliott regarding effective date.	ERW	0.20

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
May 19, 2010  
Page 4

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Total Services for this Matter: 16,496.00

<u>Other Charges:</u>	<u>Amount</u>	
Duplication	\$66.10	
Outside Printing	2.55	
Total Other Charges for this Matter:		68.65
Total this Invoice		\$16,564.65

**KELLEY DRYE & WARREN LLP**

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Client 019231  
Matter 0009  
May 19, 2010  
Page 5

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	11.50	\$6,727.50
Farrah, James E	JEF	1.20	408.00
Elliott, Kristin S	KSE	19.30	9,360.50

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
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## **EXHIBIT V**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Response Deadline: July 7, 2010, at 4:00 p.m. Hearing Date: Only if Objection(s) are filed

**NOTICE OF APPLICATION**

**TO: The Debtor, Office of the United States Trustee and Notice Parties**

Kelley Drye & Warren LLP has filed its **Twenty-Second Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from May 1, 2010, through May 21, 2010** (the "Application"), requesting compensation in the amount of \$13,389.50 and reimbursement of expenses in the amount of \$38.72.

You are required to file a response, if any, to the Application with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, DE 19801 on or before **July 7, 2010, at 4:00 p.m. (ET)**.

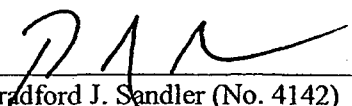
At the same time, you must also serve a copy of any response upon:

Bradford J. Sandler, Esquire Pachulski Stang Ziehl & Jones LLP 919 North Market Street 17 <sup>th</sup> Floor Wilmington, DE 19899	Eric R. Wilson, Esquire Kelley Drye & Warren LLP 101 Park Avenue New York, NY 10178
--	--

A HEARING ON THIS MATTER WILL BE HELD ON A DATE TO BE DETERMINED BY THE COURT, ONLY IF OBJECTIONS ARE FILED BY **JULY 7, 2010, AT 4:00 P.M. (ET)**. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE DEBTOR IS AUTHORIZED TO IMMEDIATELY PAY 80% OF THE COMPENSATION AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 17, 2010  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**



---

Bradford J. Sandler (No. 4142)  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899  
Tel: (302) 778-6424  
Fax: (302) 652-4400

and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: July 7, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWENTY-SECOND MONTHLY APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM MAY 1, 2010 THROUGH MAY 21, 2010**

---

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought:	May 1, 2010, through May 21, 2010
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$13,389.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$38.72

This is a monthly application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

This is Kelley Drye & Warren LLP's twenty-second monthly fee application in this case.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/04/08	8/01/08 - 8/31/08	\$47,625.50	\$0.00	\$47,625.50	\$0.00
11/04/08	9/01/08 - 9/30/08	\$51,456.00	\$1,061.23	\$51,456.00	\$946.09
11/26/08	10/01/08 - 10/31/08	\$34,438.50	\$157.50	\$34,438.50	\$72.50
12/22/08	11/01/08 - 11/30/08	\$76,462.50	\$861.59	\$76,462.50	\$716.22
1/28/09	12/1/08 - 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36
2/26/09	1/1/09 - 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79
3/26/09	2/1/09 - 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77
4/27/09	3/1/09 - 3/31/09	\$23,327.50	\$745.86	\$18,662.00	\$745.86
5/26/09	4/1/09 - 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03
6/24/09	5/1/09 - 5/31/09	\$18,879.50	\$785.75	\$15,103.60	\$785.75
7/27/09	6/1/09 - 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,215.89
8/25/09	7/1/09 - 7/31/09	\$12,324.00	\$1,491.58	\$9,859.20	\$1,491.58
9/25/09	8/1/09 - 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47
10/25/09	9/1/09 - 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58
11/25/09	10/1/09 - 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89
12/28/09	11/1/09 - 11/30/09	\$17,930.00	\$250.12	\$14,344.00	\$250.12
1/25/10	12/1/10 - 12/31/10	\$28,282.50	\$79.92	\$22,626.00	\$79.92
2/25/10	1/1/10 - 1/31/10	\$25,625.00	\$179.29	\$20,500.00	\$179.29
3/25/10	2/1/10 - 2/28/10	\$46,527.00	\$447.13	\$37,221.60	\$447.13
4/26/10	3/1/10 - 3/31/10	\$34,362.50	\$886.59	\$27,489.60	\$886.59
6/17/10	4/1/10 - 4/30/10	\$23,794.50	\$140.65	Pending	Pending



### TIMEKEEPER SUMMARY

Name of Professional	Year of First Bar Admission	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esquire	1997	Partner since 2006.	\$585	4.9	\$2,866.50
Courtney M. Wright, Esquire	2007	Associate since 2006.	\$410	18.7	\$7,667
James E. Farrah, Esquire	2009	Associate since 2008.	\$340	8.4	\$2,856

TOTAL HOURS BILLED: 32

TOTAL COMPENSATION: \$13,389.50

BLENDED RATE: \$418.42

### COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Retention Matters	.4	\$185
Fee Matters	20.5	\$8,671
Claims	9.2	\$3,422
Disclosure Statement and Plan of Reorganization	1.9	\$1,111.50
<b>Total</b>	<b>32</b>	<b>\$13,389.50</b>

### EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES 5/1/10 – 5/21/10
Pacer		\$38.72
<b>Total</b>		<b>\$38.72</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: July 7, 2010 at 4:00 p.m.
	)	Hearing Date: Only if Objection(s) are filed

**TWENTY-SECOND MONTHLY APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
MAY 1, 2010 THROUGH MAY 21, 2010**

---

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its twenty-second monthly application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period from May 1, 2010, through May 21, 2010 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**BACKGROUND**

1. On July 28, 2008 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. On August 11, 2008, the United States Trustee appointed Gerdau MacSteel, Kreher Steel Company LLC, Richmond Casting Company, CMC Steel Texas, and The Sherwin Williams Company to the Committee [D.I. 40]. Immediately thereafter, the Committee selected Kelley Drye to serve as lead counsel to the Committee and appointed Gerdau MacSteel as the

Committee Chair. The Sherwin Williams Company formally resigned from the Committee on August 14, 2008, and thereafter Joseph T. Ryerson & Son was selected to serve as an *ex officio* member of the Committee. The Office of the United States Trustee appointed Joseph T. Ryerson & Son to the Committee as a full member on October 21, 2008 [D.I. 105].

3. On November 18, 2008, this Court entered an Order Authorizing the Retention and Employment of Kelley Drye [D.I. 137], *nunc pro tunc* to August 11, 2008.

4. The Debtor's plan of reorganization became effective May 21, 2010.

#### **SUMMARY OF SERVICES RENDERED**

5. Kelley Drye has rendered professional legal services to the Committee on a regular basis during the Application Period, including:

- (a) Reviewing and analyzing the application to retain Pachulski Stang Ziehl & Jones LLP as Committee co-counsel;
- (b) Reviewing monthly fee statements and preparing Applicant's final fee statement;
- (c) Implementing the terms of the Debtor's plan of reorganization and the effective date; and
- (d) Analyzing claims reports and preparing and filing stipulations related to omnibus objections to general unsecured and administrative claims.

#### **SUMMARY OF SERVICES BY PROJECT**

6. To assist the Court in its review of the fees sought by the Applicant, the Applicant has divided its time entries into the project categories set forth below. The attachments hereto identify the attorneys that have rendered services in each category, along with the number of hours for each individual and the total compensation sought for each category.

**Retention Matters** - (Fees: \$185.00 - Total Hours: .4)

7. This category represents time spent reviewing and analyzing the application to retain Pachulski Stang Ziehl & Jones LLP as Committee co-counsel.

**Fee Matters** - (Fees: \$8,671.00 - Total Hours: 20.5)

8. This category represents time spent preparing the final application for compensation, and reviewing fee applications filed by other professionals retained in this case.

**Claims** - (Fees: \$3,422.00 - Total Hours: 9.2)

9. This category represents time expended by the Applicant on claims reconciliation, including without limitation, time spent preparing and filing omnibus objections and stipulations resolving such claims. The Applicant also prepared and filed the certification of counsel with respect to satisfied claims.

**Disclosure Statement and Plan of Reorganization** - (Fees: \$1,111.50 - Total Hours: 1.9)

10. This category includes time devoted to implementing the Debtor's plan of reorganization and the effective date. Among other things, the Applicant reviewed and negotiated the proposed condition waiver letter and the notice of effective date related to the plan.

**EXPENSES**

11. Kelley Drye has incurred total out of pocket disbursements during the Application Period in the amount of \$38.72. These disbursements are broken down into categories of charges included in attachments hereto.

12. Kelley Drye represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copy charges, if any, are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance,

storage and operation of copy machines and a copy center, and in compliance with Local Rule 2016-2(e)(iii).

- (b) Charges for meals, if any, are only included when they are necessitated by travel, meetings with the Debtor or the Committee or when Applicant's personnel worked on this case through a normal meal period.
- (c) Charges pertaining to legal research, courier and telephone are billed to the client at cost.

#### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of Kelley Drye have billed a total of 32 hours in connection with this case during the Application Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in attachments hereto.

14. The rates charged are Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by Kelley Drye to the Committee during the Application Period is \$13,389.50.

15. At all relevant times, Kelley Drye has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Committee.

16. Applicant has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

17. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than

members of the firm, for the sharing of compensation to be received for services rendered in these cases.

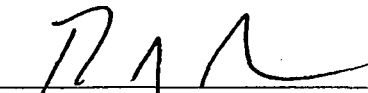
18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

19. The fees billed for this Application Period total \$13,389.50 and the expenses incurred during this Application Period are \$38.72. Pursuant to the Interim Compensation Order, after adjustment for the twenty-percent holdback, the fees payable to Kelley Drye for the Application Period are \$10,711.60 and the expenses payable to Kelley Drye for the Application Period are \$38.72.

**WHEREFORE**, Applicant respectfully requests interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$10,711.60 and reimbursement of actual and necessary expenses incurred in the sum of \$38.72 for the period from May 1, 2010, through May 21, 2010, and such other relief as this Court deems just and proper.

Dated: June 17, 2010  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**



---

Bradford J. Sandler (No. 4142)  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899  
Tel: (302) 778-6424  
Fax: (302) 652-4400

and

**KELLEY DRYE & WARREN LLP**


Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**DECLARATION OF ERIC R. WILSON PURSUANT TO 28 U.S.C. 1746**

I, ERIC R. WILSON, ESQUIRE, hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP, attorneys for the Official Committee of Unsecured Creditors in the Chapter 11 case of Delfasco, Inc., that I am authorized to make this Declaration on its behalf; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge and belief; that I have reviewed the Local Bankruptcy Rules, and submit that the Application substantially complies with such rules; that Applicant has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Applicant will be shared among Applicant's partners and employees as permitted by section 504 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on June 17, 2010.

  
\_\_\_\_\_  
Eric R. Wilson



**TIME AND EXPENSE RECORDS**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICES  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

June 9, 2010  
Invoice No. 2392619

019231 Delfasco Corporation Creditors' Committee  
0002 Retention Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$185.00

OTHER CHARGES: \$0.00

**TOTAL AMOUNT DUE: \$185.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

June 9, 2010  
Invoice No. 2392619Client 019231  
Matter 0002 Retention Matters

Attorney: 05395

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/27/10	Review docket and notice of motion to retain Pachulski as co-counsel to the committee.	JEF	0.20
05/28/10	Briefly review application to retain PSZY&J.	ERW	0.20
Total Services for this Matter:			185.00
Total this Invoice			\$185.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0002

June 9, 2010

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.20	\$117.00
Farrah, James E	JEF	0.20	68.00

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101 PARK AVENUE  
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(212) 808-7800PAYMENT BY WIRE:JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

June 9, 2010  
Invoice No. 2392620

019231 Delfasco Corporation Creditors' Committee  
0003 Fee Matters

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES:	\$8,671.00
OTHER CHARGES:	\$0.00

**TOTAL AMOUNT DUE:** **\$8,671.00**

**TERMS: PAYMENT DUE UPON RECEIPT**

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KELLEY DRYE & WARREN LLP  
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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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June 9, 2010  
Invoice No. 2392620Client 019231  
Matter 0003 Fee Matters

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/05/10	Draft Final Fee Application.	CMW	5.30
05/06/10	Draft final fee application.	CMW	2.20
05/11/10	Review docket for fee applications and certificates of no objection and draft summary of same.	JEF	0.20
05/20/10	Review invoices from April 30th through May 19th and revise Final Fee Application to incorporate same.	CMW	5.00
05/21/10	Review of Final Fee Application against AR Report prepared by J. Hunt.	CMW	2.60
05/24/10	Revise final fee application.	CMW	0.60
05/25/10	Review Potter Anderson April fee statement.	ERW	0.20
05/25/10	Confer with C. Wright regarding final fee application (.3); review monthly statements regarding same (.3); telephone call with B. Sandler regarding same, fee cap (.3); review and comment on draft of final fee application (.5).	ERW	1.40
05/25/10	Confer with E. Wilson regarding final fee application; revise accordingly.	CMW	2.80
05/26/10	Review Procedural Order to determine if monthly fee application is required.	CMW	0.20
Total Services for this Matter:			8,671.00
Total this Invoice			\$8,671.00

**KELLEY DRYE & WARREN LLP**

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Client 019231

Matter 0003

June 9, 2010

Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wright, Courtney M	CMW	18.70	\$7,667.00
Wilson, Eric	ERW	1.60	936.00
Farrah, James E	JEF	0.20	68.00

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101 PARK AVENUE  
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(212) 808-7800PAYMENT BY WIRE:JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
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Delfasco Corporation Creditors' Committee

June 9, 2010  
Invoice No. 2393974

019231 Delfasco Corporation Creditors' Committee  
0008 Claims

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$3,422.00  
OTHER CHARGES: \$28.56

**TOTAL AMOUNT DUE: \$3,450.56**

**TERMS: PAYMENT DUE UPON RECEIPT**

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Delfasco Corporation Creditors' Committee

June 9, 2010  
Invoice No. 2393974Client 019231  
Matter 0008 Claims

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/04/10	Review distribution list for class 2, 4, and 5 claims (.2); phone call with debtor's counsel, E. Wolfe, regarding reconciliation of claims on second omnibus objection and the distribution list (.8); draft summary for committee members regarding same (.7).	JEF	1.70
05/04/10	Telephone calls and emails with E. Wolfe regarding rejection bar date, trade claims payments.	ERW	0.50
05/06/10	Review payment information for claims on second omnibus objection (.2); phone call with employee of debtor, C. Monterio, regarding supplemental information (.3).	JEF	0.50
05/12/10	Review payment information supplied by company and revise exhibit to second omnibus objection (.5); begin drafting notice of satisfied claims regarding same (.6).	JEF	1.10
05/13/10	Review draft of objection to administrative claim and claims on second omnibus objection.	JEF	1.70
05/14/10	Revise and edit exhibit to second omnibus objection (.8); confer with local counsel, B. Sandler regarding filing of revised documents (.2); review and analyze claims register and cross-reference against revised exhibit (.7).	JEF	1.70
05/18/10	Finalize exhibit to second omnibus objection to claims and begin preparing for filing (.2); confer with E. Wilson regarding same (.2).	JEF	0.40
05/18/10	Confer with J. Farrah regarding claims reconciliation.	ERW	0.20
05/19/10	Review and comment on revised omnibus order (.3);	ERW	0.50

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
June 9, 2010  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/20/10	provide comments to J. Farrah (.2). Revise proposed order for second omnibus objection to conform with amended exhibit (.3); begin drafting certification of counsel (.6).	JEF	0.90

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0008  
June 9, 2010  
Page 3

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Total Services for this Matter: 3,422.00

<u>Other Charges:</u>	<u>Amount</u>	
Pacer	\$28.56	
Total Other Charges for this Matter:		28.56
Total this Invoice		\$3,450.56

**KELLEY DRYE & WARREN LLP**

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Delfasco Corporation Creditors' Committee

Client 019231

Matter 0008

June 9, 2010

Page 4

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.20	\$702.00
Farrah, James E	JEF	8.00	2,720.00

PAYMENT BY CHECK:KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800PAYMENT BY WIRE:JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Delfasco Corporation Creditors' Committee

June 9, 2010  
Invoice No. 2393975

019231 Delfasco Corporation Creditors' Committee  
0009 Disclosure Statement and Plan Reorganization

**ACCOUNT SUMMARY AND REMITTANCE FORM**

FEES: \$1,111.50

OTHER CHARGES: \$10.16

**TOTAL AMOUNT DUE: \$1,121.66**

**TERMS: PAYMENT DUE UPON RECEIPT**

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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
ATTN: PRIVATE BANKING, 10TH FLOOR  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee

June 9, 2010  
Invoice No. 2393975Client 019231  
Matter 0009 Disclosure Statement and Plan Reorganization

Attorney: 05395

Page 1

## Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/04/10	Emails with G. McBride regarding distributions.	ERW	0.30
05/08/10	Emails with E. Wolfe regarding waiver (.3); review waiver of effective date conditions (.2).	ERW	0.50
05/10/10	Emails to committee regarding waiver of conditions to effective date.	ERW	0.50
05/11/10	Review and execute plan condition waiver letter (.2); emails with S. Yoder and E. Wolfe regarding same (.2).	ERW	0.40
05/13/10	Review and execute plan condition waiver letter.	ERW	0.20

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-533510Z

WASHINGTON  
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NEW YORK  
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BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
June 9, 2010  
Page 2

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Total Services for this Matter:

1,111.50

**Other Charges:**

**Amount**

Pacer

\$10.16

Total Other Charges for this Matter:

10.16

Total this Invoice

\$1,121.66

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Delfasco Corporation Creditors' Committee  
Client 019231  
Matter 0009  
June 9, 2010  
Page 3

---

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.90	\$1,111.50

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE



## **EXHIBIT W**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Response Deadline: February 3, 2009 at 4:00 p.m.
	)	Hearing Date: February 17, 2009 at 2:00 p.m.

**FIRST INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD AUGUST 11, 2008 THROUGH NOVEMBER 30, 2008**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	August 11, 2008 through November 30, 2008
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$209,982.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$2,080.57
Amount of Compensation Allowed as Actual, Reasonable and Necessary	\$167,986
Amount of Expense Reimbursement Allowed As Actual, Reasonable and Necessary:	\$2,080.57
Total Amount of Holdback Fees Sought for Application Period:	\$41,996.50

This is a first interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

Summary of Fee Applications for the Application Period:

Date Fee Application Filed	Application Period	Amounts Sought		Amounts Approved		Holdback Sought
		Fees	Expenses	Fees	Expenses	Fees
11/04/08	8/11/08 to 8/31/08	\$47,625.50	\$0.00	\$38,100.40	\$0.00	\$9,525.10
11/04/08	9/01/08 to 9/30/08	\$51,456.00	\$1,061.23	\$41,164.80	\$1,061.23	\$10,291.20
11/26/08	10/01/08 to 10/31/08	\$34,438.50	\$157.50	\$27,550.80	\$157.50	\$6,887.70
12/22/08	11/01/08 to 11/30/08	\$76,462.50	\$861.59	\$0.00*	\$0.00*	\$15,292.50**

\* Objection deadline January 12, 2009 at 4:00 p.m.

\*\* To the extent that 80% of the fees and 100% of the expenses set forth on Kelley Drye's fourth monthly fee application have not been paid to Kelley Drye by the time that this first interim fee application is heard by the Court, Kelley Drye requests allowance and payment of 100% of both the fees and expenses set forth in that fourth monthly application.

Objections to Fee Applications for the Application Period: None.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Response Deadline: February 3, 2009 at 4:00 pm
	)	Hearing Date: February 17, 2009 at 2:00 p.m.

**FIRST INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD AUGUST 11, 2008 THROUGH NOVEMBER 30, 2008**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals, dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its first interim application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period August 11, 2008 through November 30, 2008 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**RELIEF REQUESTED**

1. By this Application, Kelley Drye requests that the Court grant interim approval and allowance of its compensation for legal services rendered and reimbursement of expenses incurred in representing the Committee during the Application Period, and authorize and direct the Debtor to pay Kelley Drye (i) the twenty percent (20%) of its fees that have been held back from its monthly fee applications pursuant to the Interim Compensation Order and (ii) any portion of the fees and expenses set forth in Kelley Drye's monthly fee applications that have not

already been paid to Kelley Drye.

2. Kelley Drye has filed and served monthly fee applications for the months of August through November 2008. Each of those separate monthly fee applications is hereby incorporated by reference as if fully set forth herein. The summaries of time spent, professionals involved, billing rates, services performed, and expenses incurred, as well as the detailed time records are fully set forth in each of the monthly fee applications.<sup>1</sup>

#### **COMPENSATION REQUESTED**

3. Applicant requests interim allowance of its fees in the amount of \$209,982.50 for legal services rendered to the Committee. Applicant further requests that the Debtor be authorized and directed to pay Kelley Drye (i) \$41,996.50 in fees which represents the twenty percent (20%) holdback from each of Kelley Drye's prior monthly fee applications, and (ii) any portion of the fees set forth in the monthly fee applications that have not already been paid to Kelley Drye.

#### **EXPENSE REIMBURSEMENT REQUESTED**

4. Applicant requests interim allowance of its expenses in the amount of \$2,080.57 incurred in rendering legal services to the Committee. Pursuant to the Interim Compensation Order, the Debtor is authorized to reimburse Kelley Drye for one hundred percent (100%) of Applicant's monthly expenses upon filing of a certificate of no objection regarding the applicable monthly fee application. Thus, Kelley Drye requests only that the Debtor be authorized and directed to pay Kelley Drye any portion of the expenses set forth in its monthly fee applications that have not already been paid to Kelley Drye.

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<sup>1</sup> The Applicant submits that incorporation by reference of the monthly fee applications into this interim fee application constitutes compliance with the requirements of Local Rule 2016-2.

### **NOTICE**

5. Pursuant to the terms of the Interim Compensation Order, notice of this Application has been provided to the Debtor, counsel to the Debtor, the Office of the United States Trustee, and all parties that have filed a notice of appearance with the Clerk of this Court pursuant to Bankruptcy Rule 2002 and requested such notice. Applicant submits that this constitutes good and sufficient notice, and that no other or further notice need be given.

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**WHEREFORE**, Kelley Drye respectfully requests (i) interim allowance of its fees for Kelley Drye's duly authorized, necessary and valuable service to the Committee during the Application Period in the amount of \$209,982.50, (ii) interim allowance and reimbursement of actual and necessary expenses incurred rendering services to the Committee during the Application Period in the amount of \$2,080.57, (iii) that the Debtor be authorized and directed to pay to Kelley Drye the twenty percent holdback of its fees totaling \$41,996.50 and all other portions of the fees and expenses set forth in the monthly fee applications that have not yet been paid to Kelley Drye, and (iv) such other relief as this Court deems just and proper.

Dated: January 14, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

/s/ Bradford J. Sandler

Bradford J. Sandler (No. 4142)

PNC Bank Center

222 Delaware Avenue, Suite 801

Wilmington, DE 19801

Tel: (302) 442-7010

Fax: (302) 442-7012

and

**KELLEY DRYE & WARREN LLP**

Eric R. Wilson

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

## EXHIBIT X



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

DELFASCO, INC.,  
A Delaware corporation

Debtor.

: Chapter 11  
:  
: Case No. 08-11578 (MFW)  
:  
: **Hearing Date: February 17, 2009 at 2:00 p.m.**  
: **Re: Docket Nos. 153, 189, 195, 196, 197, 198, 199**

**OMNIBUS ORDER GRANTING FIRST INTERIM  
FEE APPLICATIONS**

Upon consideration of the fee applications (the "Applications") for allowance of fees for professional services and disbursements incurred in these cases by the professionals identified on the attached Exhibit A (the "Applicants"); and it appearing that the Court has jurisdiction to consider the Applications; and this Court having determined that proper and adequate notice of the Applications has been given and that no other or further notice is required; and it further appearing that no objections to the Applications have been filed; and it further appearing that the compensation and reimbursement requested in the Applications is reasonable; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

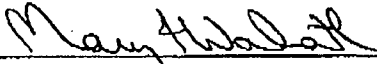
ORDERED, that the fees and expenses of the Applicants are allowed in the amounts set forth on Exhibit A attached hereto, subject to the Applicants filing of final fee applications; and it is further

ORDERED, that the above-captioned debtor and debtor in possession are hereby authorized and directed to pay the respective unpaid portions of such allowed amounts to the Applicants; and it is further

ORDERED, that this Order is effective immediately upon entry; and it is further

ORDERED that this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March 6, 2009

  
\_\_\_\_\_  
THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT A**

### Exhibit A

File Date	Dkt. No.	Applicant	Fee Period	Total Fees Requested	Total Expenses Requested	Total
01/14/09	195	Potter Anderson & Corroon, Counsel to the Debtor	7/28/08 - 11/30/08	\$207,137.00	\$21,772.81	\$228,909.81
12/01/08	153	Thompson & Knight LLP, Special Counsel for the Debtor	7/28/08 - 11/18/08	\$9,181.50	\$9.50	\$9,191.00
01/05/09	189	Horty & Horty, P.A., Accountants for the Debtor	7/28/08 - 9/30/08	\$5,435.00	\$72.65	\$5,507.65
01/15/09	197	Quantum Management (U.S.), Inc., Sales Consultant to the Debtor [First and Final]	8/1/08 - 12/8/08	\$81,585.00	\$730.11	\$82,315.11
01/14/09	196	Kelley Drye & Warren, Lead Counsel to the Official Committee of Unsecured Creditors	8/11/08 - 11/30/08	\$209,982.50	\$1,735.06	\$211,717.56
01/15/09	198	Benesch, Friedlander, Coplan & Aranoff, LLP, Co-Counsel to the Official Committee of Unsecured Creditors	8/11/08 - 11/30/08	\$51,081.00	\$2,752.88	\$53,833.88
01/15/09	199	NachmanHaysBrownstein, Inc., Financial Advisors to the Official Committee of Unsecured Creditors	9/2/08 - 11/3/08	\$38,180.00	\$200.00	\$38,380.00
				<b>\$602,582.00</b>	<b>\$27,273.01</b>	<b>\$629,855.01</b>

## **EXHIBIT Y**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Objection Deadline: June 4, 2009 at 4:00 p.m.
	)	Hearing Date: July 22, 2009 at 3:00 p.m.

**SECOND INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD DECEMBER 1, 2008 THROUGH MARCH 31, 2009**

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Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	December 1, 2008 through March 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$92,523.00
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$2,674.78
Amount of Compensation Allowed as Actual, Reasonable and Necessary	\$74,018.40
Amount of Expense Reimbursement Allowed As Actual, Reasonable and Necessary:	\$2,674.78
Total Amount of Holdback Fees Sought for Application Period:	\$18,504.60

This is a second interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

**Summary of Fee Applications for the Application Period:**

Date Fee Application Filed	Application Period	Amounts Sought		Amounts Approved		Holdback Sought**
		Fees	Expenses	Fees	Expenses	Fees
1/28/09	12/1/08 to 12/31/08	\$23,851.00	\$103.36	\$19,080.80	\$103.36	\$4,770.20
2/26/09	1/1/09 to 1/31/09	\$21,296.50	\$306.79	\$17,037.20	\$306.79	\$4,259.30
3/26/09	2/1/09 to 2/28/09	\$24,048.00	\$1,518.77	\$19,238.40	\$1,518.77	\$4,809.60
4/27/09	3/1/09 to 3/31/09	\$23,327.50	\$745.86	\$0.00*	\$0.00*	\$4,665.50

\* Objection deadline May 18, 2009 at 4:00 p.m.

\*\* To the extent that 80% of the fees and 100% of the expenses set forth on any of Kelley Drye's monthly fee applications have not been paid to Kelley Drye by the time that this second interim fee application is heard by the Court, Kelley Drye requests allowance and payment of 100% of both the fees and expenses set forth in those monthly applications.

Objections to Fee Applications for the Application Period: None as of the filing of this interim fee application.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Objection Deadline: June 4, 2009 at 4:00 p.m.
	)	Hearing Date: July 22, 2009 at 3:00 p.m.

**SECOND INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD DECEMBER 1, 2008 THROUGH MARCH 31, 2009**

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Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals, dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its second interim application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period December 1, 2008 through March 31, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**RELIEF REQUESTED**

1. By this Application, Kelley Drye requests that the Court grant interim approval and allowance of its compensation for legal services rendered and reimbursement of expenses incurred in representing the Committee during the Application Period, and authorize and direct the Debtor to pay Kelley Drye (i) the twenty percent (20%) of its fees that have been held back from its monthly fee applications pursuant to the Interim Compensation Order and (ii) any portion of the fees and expenses set forth in Kelley Drye's monthly fee applications that have not



already been paid to Kelley Drye.

2. Kelley Drye has filed and served monthly fee applications for the months of December 2008 through March 2009. Each of those separate monthly fee applications is hereby incorporated by reference as if fully set forth herein. The summaries of time spent, professionals involved, billing rates, services performed, and expenses incurred, as well as the detailed time records are fully set forth in each of the monthly fee applications.<sup>1</sup>

#### **COMPENSATION REQUESTED**

3. Applicant requests interim allowance of its fees in the amount of \$92,523.00 for legal services rendered to the Committee during the Application Period. Applicant further requests that the Debtor be authorized and directed to pay Kelley Drye (i) \$18,504.60 in fees which represents the twenty percent (20%) holdback from each of Kelley Drye's prior monthly fee applications during the Application Period and (ii) any portion of the fees set forth in those monthly fee applications that have not already been paid to Kelley Drye.

#### **EXPENSE REIMBURSEMENT REQUESTED**

4. Applicant requests interim allowance of its expenses in the amount of \$2,674.78 incurred in rendering legal services to the Committee during the Application Period. Pursuant to the Interim Compensation Order, the Debtor is authorized to reimburse Kelley Drye for one hundred percent (100%) of Applicant's monthly expenses upon filing of a certificate of no objection regarding those applicable monthly fee application. Thus, Kelley Drye requests only that the Debtor be authorized and directed to pay Kelley Drye any portion of the expenses set forth in those monthly fee applications that have not already been paid to Kelley Drye.

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<sup>1</sup> The Applicant submits that incorporation by reference of the monthly fee applications into this interim fee application constitutes compliance with the requirements of Local Rule 2016-2.

**NOTICE**

5. Pursuant to the terms of the Interim Compensation Order, notice of this Application has been provided to the Debtor, counsel to the Debtor, the Office of the United States Trustee, and all parties that have filed a notice of appearance with the Clerk of this Court pursuant to Bankruptcy Rule 2002 and requested such notice. Applicant submits that this constitutes good and sufficient notice, and that no other or further notice need be given.

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**WHEREFORE**, Kelley Drye respectfully requests (i) interim allowance of its fees for Kelley Drye's duly authorized, necessary and valuable service to the Committee during the Application Period in the amount of \$92,523.00, (ii) interim allowance and reimbursement of actual and necessary expenses incurred rendering services to the Committee during the Application Period in the amount of \$2,674.78, (iii) that the Debtor be authorized and directed to pay to Kelley Drye the twenty percent holdback of its fees totaling \$18,504.60 and all other portions of the fees and expenses set forth in the monthly fee applications that have not yet been paid to Kelley Drye, and (iv) such other relief as this Court deems just and proper.

Dated: May 15, 2009  
Wilmington, Delaware

**KELLEY DRYE & WARREN LLP**

Eric R. Wilson  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

## **EXHIBIT Z**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
DELFASCO, INC.,	:	Case No. 08-11578 (MFW)
A Delaware corporation	:	
	:	
Debtor.	:	Hearing Date: July 22, 2009 at 3:00 p.m.
	:	Re: Docket Nos. 290, 291, 309, 310

**OMNIBUS ORDER GRANTING SECOND INTERIM  
FEE APPLICATIONS**

Upon consideration of the fee applications (the "Applications") for allowance of fees for professional services and disbursements incurred in these cases by the professionals identified on the attached Exhibit A (the "Applicants"); and it appearing that the Court has jurisdiction to consider the Applications; and this Court having determined that proper and adequate notice of the Applications has been given and that no other or further notice is required; and it further appearing that no objections to the Applications have been filed; and it further appearing that the compensation and reimbursement requested in the Applications is reasonable; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

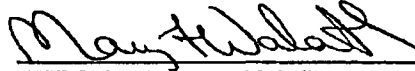
ORDERED, that the fees and expenses of the Applicants are allowed in the amounts set forth on Exhibit A attached hereto, subject to the Applicants filing of final fee applications; and it is further

ORDERED, that the above-captioned debtor and debtor in possession are hereby authorized and directed to pay the respective unpaid portions of such allowed amounts to the Applicants; and it is further

ORDERED, that this Order is effective immediately upon entry; and it is further

ORDERED that this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: July 12, 2009



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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT A**

# EXHIBIT A

File Date	Dkt. No.	Applicant	Fee Period	Total Fees Requested	Total Expenses Requested	Unapproved Holdback	Total Fees & Expenses
05/14/09	290	Potter Anderson & Corroon, Counsel to the Debtor	12/1/08 - 3/31/09	\$172,007.00	<del>\$18,201.05</del> 18,575.41	\$34,401.40	<del>\$405,208.65</del> 188,572.41
05/15/09	291	Kelley Drye & Warren, Lead Counsel to the Official Committee of Unsecured Creditors	12/1/08 - 3/31/09	\$92,523.00	\$2,674.78	\$18,504.60	\$95,197.78
08/17/09	309	Benesch, Friedlander, Coplan & Aranoff, LLP, Co-Counsel to the Official Committee of Unsecured Creditors	12/1/08 - 3/31/09	\$28,971.50	<del>\$465.64</del> 300.64	\$5,794.30	<del>\$29,437.14</del> 274.14
08/17/09	310	NachmanHaysBrownstein, Inc., Financial Advisors to the Official Committee of Unsecured Creditors	12/1/08 - 3/31/09	\$45,012.50	\$62.28	\$9,002.50	\$45,074.78
							\$354,998.35



## **EXHIBIT AA**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
	)	
Debtor.	)	Objection Deadline: October 5, 2009 at 4:00 p.m.
	)	Hearing Date: TBD if necessary

**THIRD INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD APRIL 1, 2009 THROUGH JULY 31, 2009**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	April 1, 2009 through July 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$127,518.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$6,051.67
Amount of Compensation Allowed as Actual, Reasonable and Necessary	\$92,155.60
Amount of Expense Reimbursement Allowed As Actual, Reasonable and Necessary:	\$6,051.67
Total Amount of Holdback Fees Sought for Application Period:	\$25,903.70

This is a third interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

**Summary of Fee Applications for the Application Period:**

Date Fee Application Filed	Application Period	Amounts Sought		Amounts Approved		Holdback Sought**
		Fees	Expenses	Fees	Expenses	Fees
5/26/09	4/1/09 to 4/30/09	\$13,121.50	\$140.03	\$10,497.20	\$140.03	\$2,624.30
6/24/09	5/1/09 to 5/31/09	\$18,879.50	\$788.75	\$15,103.60	\$785.75	\$3,775.90
7/27/09	6/1/09 to 6/30/09	\$83,193.50	\$5,215.89	\$66,554.80	\$5,125.89	\$16,638.70
8/25/09	7/1/09 to 7/31/09	\$12,324.00	\$1,491.58	\$0.00*	\$0.00*	\$2,864.80

\* Objection deadline October 5, 2009 at 4:00 p.m.

\*\* To the extent that 80% of the fees and 100% of the expenses set forth on any of Kelley Drye's monthly fee applications have not been paid to Kelley Drye by the time that this second interim fee application is heard by the Court, Kelley Drye requests allowance and payment of 100% of both the fees and expenses set forth in those monthly applications.

Objections to Fee Applications for the Application Period: None as of the filing of this interim fee application.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Objection Deadline: October 5, 2009 at 4:00 pm
	)	Hearing Date: TBD if necessary

**THIRD INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD APRIL 1, 2009 THROUGH JULY 31, 2009**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals, dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its third interim application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period April 1, 2008 through July 31, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**RELIEF REQUESTED**

1. By this Application, Kelley Drye requests that the Court grant interim approval and allowance of its compensation for legal services rendered and reimbursement of expenses incurred in representing the Committee during the Application Period, and authorize and direct the Debtor to pay Kelley Drye (i) the twenty percent (20%) of its fees that have been held back from its monthly fee applications pursuant to the Interim Compensation Order and (ii) any portion of the fees and expenses set forth in Kelley Drye's monthly fee applications that have not

already been paid to Kelley Drye.

2. Kelley Drye has filed and served monthly fee applications for the months of April 2009 through July 2009. Each of those separate monthly fee applications is hereby incorporated by reference as if fully set forth herein. The summaries of time spent, professionals involved, billing rates, services performed, and expenses incurred, as well as the detailed time records are fully set forth in each of the monthly fee applications.<sup>1</sup>

#### **COMPENSATION REQUESTED**

3. Applicant requests interim allowance of its fees in the amount of \$127,518.50 for legal services rendered to the Committee during the Application Period. Applicant further requests that the Debtor be authorized and directed to pay Kelley Drye (i) \$25,903.70 in fees which represents the twenty percent (20%) holdback from each of Kelley Drye's prior monthly fee applications during the Application Period and (ii) any portion of the fees set forth in those monthly fee applications that have not already been paid to Kelley Drye.

#### **EXPENSE REIMBURSEMENT REQUESTED**

4. Applicant requests interim allowance of its expenses in the amount of \$6,051.67 incurred in rendering legal services to the Committee during the Application Period. Pursuant to the Interim Compensation Order, the Debtor is authorized to reimburse Kelley Drye for one hundred percent (100%) of Applicant's monthly expenses upon filing of a certificate of no objection regarding those applicable monthly fee application. Thus, Kelley Drye requests only that the Debtor be authorized and directed to pay Kelley Drye any portion of the expenses set forth in those monthly fee applications that have not already been paid to Kelley Drye.

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<sup>1</sup> The Applicant submits that incorporation by reference of the monthly fee applications into this interim fee application constitutes compliance with the requirements of Local Rule 2016-2.

**NOTICE**

5. Pursuant to the terms of the Interim Compensation Order, notice of this Application has been provided to the Debtor, counsel to the Debtor, the Office of the United States Trustee, and all parties that have filed a notice of appearance with the Clerk of this Court pursuant to Bankruptcy Rule 2002 and requested such notice. Applicant submits that this constitutes good and sufficient notice, and that no other or further notice need be given.

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**WHEREFORE**, Kelley Drye respectfully requests (i) interim allowance of its fees for Kelley Drye's duly authorized, necessary and valuable service to the Committee during the Application Period in the amount of \$127,518.50, (ii) interim allowance and reimbursement of actual and necessary expenses incurred rendering services to the Committee during the Application Period in the amount of \$6,051.67, (iii) that the Debtor be authorized and directed to pay to Kelley Drye the twenty percent holdback of its fees totaling \$25,903.70 and all other portions of the fees and expenses set forth in the monthly fee applications that have not yet been paid to Kelley Drye, and (iv) such other relief as this Court deems just and proper.

Dated: September 14, 2009  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
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/s/ Bradford J. Sandler  
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and

**KELLEY DRYE & WARREN LLP**  
Eric R. Wilson  
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Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

**EXHIBIT BB**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
DELFASCO, INC.,	:	Case No. 08-11578 (MFW)
A Delaware corporation	:	
	:	
Debtor.	:	Hearing Date: November 24, 2009 at 10:30 a.m.
	:	Re: Docket Nos. 351, 363, 364, 368 and 399

**OMNIBUS ORDER GRANTING THIRD INTERIM  
FEE APPLICATIONS**

Upon consideration of the fee applications (the "Applications") for allowance of fees for professional services and disbursements incurred in these cases by the professionals identified on the attached Exhibit A (the "Applicants"); and it appearing that the Court has jurisdiction to consider the Applications; and this Court having determined that proper and adequate notice of the Applications has been given and that no other or further notice is required; and it further appearing that no objections to the Applications have been filed; and it further appearing that the compensation and reimbursement requested in the Applications is reasonable; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

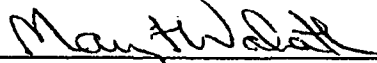
ORDERED, that the fees and expenses of the Applicants are allowed in the amounts set forth on Exhibit A attached hereto, subject to the Applicants filing of final fee applications; and it is further

ORDERED, that the above-captioned debtor and debtor in possession is hereby authorized and directed to pay the respective unpaid portions of such allowed amounts to the Applicants; and it is further

ORDERED, that this Order is effective immediately upon entry; and it is further

ORDERED that this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: November 24, 2009

  
\_\_\_\_\_  
THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT A**

# EXHIBIT A

File Date	Dkt. No.	Applicant	Fee Period	Total Fees Requested	Total Expenses Requested	Unapproved Holdback	Total Fees & Expenses
09/16/09	368	Potter Anderson & Corroon, Counsel to the Debtor	04/1/09 - 07/31/09	\$92,560.00	\$2,881.66	\$18,512.00	\$95,441.66
08/20/09	351	Horty & Horty, P.A., Accountants for the Debtor	10/1/08 - 07/31/09	\$21,534.50	\$405.50	<del>\$4,308.90</del>	<del>\$21,940.00</del>
09/14/09	364	Kelley Drye & Warren, Lead Counsel to the Official Committee of Unsecured Creditors	04/1/09 - 07/31/09	\$127,518.50	<del>\$6,444.67</del> \$7,633.25	\$25,503.70	<del>\$133,600.47</del> \$135,151.75
09/14/09	363	Benesch, Friedlander, Coplan & Aranoff, LLP, Co-Counsel to the Official Committee of Unsecured Creditors	04/1/09 - 07/31/09	\$28,671.50	\$385.16	\$5,734.30	\$29,056.66
10/22/09	399	NachmanHaysBrownstein, Inc., Financial Advisors to the Official Committee of Unsecured Creditors	04/1/09 - 07/31/09	\$77,295.00	\$2,278.05	\$15,459.00	\$79,573.05

**EXHIBIT CC**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Objection Deadline: February 2, 2010 at 4:00 p.m. (ET)
	)	Hearing Date: TBD.

**FOURTH INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD AUGUST 1, 2009, THROUGH NOVEMBER 30, 2009**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 18, 2008, <i>nunc pro tunc</i> to August 11, 2008
Period for which Compensation and Reimbursement of Expenses is Sought	August 1, 2009, through November 30, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$75,444.50
Amount of Expense Reimbursement Sought As Actual, Reasonable and Necessary:	\$944.06
Amount of Compensation Allowed as Actual, Reasonable and Necessary	\$46,011.60
Amount of Expense Reimbursement Allowed As Actual, Reasonable and Necessary:	\$693.94
Total Amount of Holdback Fees Sought for Application Period:	\$15,088.90

This is a fourth interim application.

No time expended for preparation of this fee application is requested herein but will be requested in

Applicant's subsequent fee applications.

Summary of Fee Applications for the Application Period:

Date Fee Application Filed	Application Period	Amounts Sought		Amounts Approved		Holdback Sought**
		Fees	Expenses	Fees	Expenses	Fees
9/25/09	8/1/09 to 8/31/09	\$7,661.00	\$494.47	\$6,128.80	\$494.47	\$1,532.20
10/25/09	9/1/09 to 9/30/09	\$14,390.50	\$60.58	\$11,512.40	\$60.58	\$2,878.10
11/25/09	10/1/09 to 10/31/09	\$35,463.00	\$138.89	\$28,370.40	\$138.89	\$7,092.60
12/28/09	11/1/09 to 11/30/09	\$17,930.00	\$250.12	\$0.00*	\$0.00*	\$3,586.00

\* Objection deadline February 2, 2010, at 4:00 p.m. (ET)

\*\* To the extent that 80% of the fees and 100% of the expenses set forth on any of Kelley Drye's monthly fee applications have not been paid to Kelley Drye by the time that this fourth interim fee application is heard by the Court, Kelley Drye requests allowance and payment of 100% of both the fees and expenses set forth in those monthly applications.

Objections to Fee Applications for the Application Period: None as of the filing of this interim fee application.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
DELFASCO, INC.,	)	Case No. 08-11578 (MFW)
Debtor.	)	Objection Deadline: February 2, 2010 at 4:00 pm (ET)
	)	Hearing Date: TBD

**FOURTH INTERIM APPLICATION OF KELLEY DRYE & WARREN LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD AUGUST 1, 2009 THROUGH NOVEMBER 30, 2009**

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Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals, dated October 20, 2008 [D.I. 106] (the "Interim Compensation Order"), the law firm of Kelley Drye & Warren LLP ("Kelley Drye" or "Applicant") hereby submits its fourth interim application for compensation for professional services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors of Delfasco, Inc. (the "Committee") for the period August 1, 2009, through November 30, 2009 (the "Application Period"). In support of its application, Kelley Drye respectfully represents as follows:

**RELIEF REQUESTED**

1. By this Application, Kelley Drye requests that the Court grant interim approval and allowance of its compensation for legal services rendered and reimbursement of expenses incurred in representing the Committee during the Application Period, and authorize and direct the Debtor to pay Kelley Drye (i) the twenty percent (20%) of its fees that have been held back from its monthly fee applications pursuant to the Interim Compensation Order and (ii) any portion of the fees and expenses set forth in Kelley Drye's monthly fee applications that have not



already been paid to Kelley Drye.

2. Kelley Drye has filed and served monthly fee applications for the months of August 2009, through November 2009. Each of those separate monthly fee applications is hereby incorporated by reference as if fully set forth herein. The summaries of time spent, professionals involved, billing rates, services performed, and expenses incurred, as well as the detailed time records are fully set forth in each of the monthly fee applications.<sup>1</sup>

#### **COMPENSATION REQUESTED**

3. Applicant requests interim allowance of its fees in the amount of \$75,444.50 for legal services rendered to the Committee during the Application Period. Applicant further requests that the Debtor be authorized and directed to pay Kelley Drye (i) \$15,088.90 in fees which represents the twenty percent (20%) holdback from each of Kelley Drye's prior monthly fee applications during the Application Period and (ii) any portion of the fees set forth in those monthly fee applications that have not already been paid to Kelley Drye.

#### **EXPENSE REIMBURSEMENT REQUESTED**

4. Applicant requests interim allowance of its expenses in the amount of \$944.06 incurred in rendering legal services to the Committee during the Application Period. Pursuant to the Interim Compensation Order, the Debtor is authorized to reimburse Kelley Drye for one hundred percent (100%) of Applicant's monthly expenses upon filing of a certificate of no objection regarding those applicable monthly fee application. Thus, Kelley Drye requests only that the Debtor be authorized and directed to pay Kelley Drye any portion of the expenses set forth in those monthly fee applications that have not already been paid to Kelley Drye.

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<sup>1</sup> The Applicant submits that incorporation by reference of the monthly fee applications into this interim fee application constitutes compliance with the requirements of Local Rule 2016-2.

necessary expenses incurred in the sum of \$14,759.20 for the period from November 11, 2008, through May 21, 2010, which includes the sum of \$6,820.50 incurred in connection with the preparation of the monthly fee applications for April and May and this final fee application which fees were incurred in June, less any amounts previously paid in connection with the monthly or quarterly fee applications.

ORDERED that to the extent Applicant has incurred fees and expenses in addition to the foregoing, Applicant may file one or more supplemental fee applications by following the interim compensation procedures set forth in the Interim Compensation Order and submitting a certificate of no objection and order to the Court for final approval of such fees and expenses as may be reflected in any such supplemental fee application.

Dated: \_\_\_\_\_

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The Honorable Mary F. Walrath  
United States Bankruptcy Judge

**NOTICE**

5. Pursuant to the terms of the Interim Compensation Order, notice of this Application has been provided to the Debtor, counsel to the Debtor, the Office of the United States Trustee, and all parties that have filed a notice of appearance with the Clerk of this Court pursuant to Bankruptcy Rule 2002 and requested such notice. Applicant submits that this constitutes good and sufficient notice, and that no other or further notice need be given.

**WHEREFORE**, Kelley Drye respectfully requests (i) interim allowance of its fees for Kelley Drye's duly authorized, necessary and valuable service to the Committee during the Application Period in the amount of \$75,444.50, (ii) interim allowance and reimbursement of actual and necessary expenses incurred rendering services to the Committee during the Application Period in the amount of \$944.06, (iii) that the Debtor be authorized and directed to pay to Kelley Drye the twenty percent holdback of its fees totaling \$15,088.90 and all other portions of the fees and expenses set forth in the monthly fee applications that have not yet been paid to Kelley Drye, and (iv) such other relief as this Court deems just and proper.

Dated: January 13, 2010  
Wilmington, Delaware

**BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP**

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and

**KELLEY DRYE & WARREN LLP**  
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Fax: (212) 808-7897

*Counsel to the Official Committee of  
Unsecured Creditors*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Grand Prairie Property Liquidating, Inc.,	)	Case No. 08-11578 (MFW)
a Delaware corporation, <sup>10</sup>	)	
	)	Response Deadline: July 8, 2010, at 4:00
Debtor.	)	p.m.
		Hearing Date: Only if Objection(s) are filed

**ORDER GRANTING FINAL FEE APPLICATION OF KELLEY DRYE &  
WARREN LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM NOVEMBER 11, 2008 THROUGH MAY 21, 2010**

Kelley Drye & Warren LLP ("Applicant"), as counsel for the Official Committee of Unsecured Creditors in the above-captioned cases, filed a Final application for allowance of compensation and reimbursement of expenses for November 11, 2008, through May 21, 2010 (the "Final Application"). The Court has reviewed the Final Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Application, and any hearing on the Final Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Final Application. Accordingly, it is hereby

ORDERED that the Final Application is GRANTED, on a final basis.  
Debtors shall pay to Applicant the sum of \$684,269.50 and reimbursement of actual and

<sup>10</sup> The Debtor was formerly known as Delfasco, Inc.